



AMENDED AND RESTATED BYLAWS
OF
SPICEWOOD GRANITE RIDGE OWNERS ASSOCIATION, INC.

A Texas Non-Profit corporation

These Amended and Restated Bylaws of Spicewood Granite Ridge Owner's Association, Inc. (the "POA") were adopted, on January 14, 2018, by the Board of Directors of the POA pursuant to Section 22.102 of the Texas Business Organizations Code and Article 13 of the Bylaws of the POA which were dated August 24, 1998 ("Original Bylaws"). These Amended and Restated Bylaws shall be effective upon recording in the Official Public Records of Burnet County, Texas. The Original Bylaws of the POA are hereby superseded and replaced in their entirety by the provisions set forth below.

**ARTICLE ONE:
OFFICES**

1.1 Registered Office and Agent. The POA shall have and continuously maintain in the State of Texas a registered office and registered agent whose office is identical with such registered office, as required by the Texas Business Organizations Code. The registered office, may be, but need not be, identical with the principal office of the POA in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

1.2 Principal Offices. The principal office of the POA in the State of Texas shall be in the County of Burnet. The POA may have such offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the POA may require from time to time.

**ARTICLE TWO:
MEMBERS**

2.1 Classes of Members. The POA currently has only one (1) class of Members.

2.2 Membership. Each Owner of a Tract/Lot within the Spicewood Granite Ridge Subdivision, as defined in the Declaration of Covenants, Conditions and Restrictions recorded as Document No. 08130227 of the Official Public Records of Burnet County, Texas and as amended from time to time (herein referred to as the "Declaration") shall be a member of the POA ("Member"). Such Membership shall commence, exist and continue automatically upon ownership of the qualifying property, shall be appurtenant to, and shall run with the property interest ownership which qualifies the owner for Membership and shall expire automatically upon termination of such ownership. Membership may not be severed from or in any way transferred, pledged, mortgaged, or alienated except together with the title to the property interest, ownership of which qualifies the owner thereof for Membership, and then only to the transferee of title to said property interest. No person shall be a member by reason of ownership of land used for public,

school or governmental or quasi-governmental purposes, or by reason of ownership of any park, public land, road easement, right-of-way, mineral interest, mortgage or deed of trust.

2.3 Membership List. The Secretary of the POA shall maintain, at the principal office of the POA, a Membership list showing the names and addresses of each Member. The Secretary may accept as satisfactory proof of such ownership, a duly executed contract of sale, a duly executed and acknowledged conveyance, a title insurance policy, or other evidence reasonably acceptable to the Board of Directors.

2.4 Voting Rights. Member shall be entitled to vote in accordance with Section 1.29 of the Declaration.

- A. **Joint or Common Membership.** Any property interest entitling the Owner(s) thereof to vote as herein provided, held jointly or in common by more than one (1) person, shall require that the Owner(s) thereby designate, in writing the individual person or owner who shall be entitled to cast such vote(s) and no other person shall be authorized to vote on behalf of such property interests. A copy of such written designation shall be filed with the Board before such vote(s) may be cast, and upon failure of the Owner(s) thereof to file such designation, such vote(s) shall neither be cast nor counted for any purpose whatsoever.
- B. **Proxies.** At any meeting of the Members, the Members entitled to vote may vote by proxy executed in writing by the Member or through email utilizing an email address listed with the POA. No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy.
- C. **Voting by Absentee or Electronic Ballot.** The Board of Directors may by resolution adopt procedures for voting by absentee or electronic ballot, pursuant to Section 209.00592, Texas Property Code, or any then-applicable state law.
- D. **Cumulative Voting.** Cumulative voting shall not be allowed.

2.5 Transfer of Membership. Membership in this POA is not transferrable or assignable, but is appurtenant to ownership of the property interest which qualifies the owner thereof for Membership in this POA and runs with such property ownership.

ARTICLE THREE: MEETINGS OF MEMBERS

3.1 Annual Meeting. An annual meeting of POA Members shall be held on the 2nd Sunday of January of each year at such place and hour as determined by the President. Except as provided in the next sentence, no notice need be given of said annual meeting. However, the annual meeting may be held at such other reasonable place or time as may be designated by the Board or

by written notice given as denoted in Section 12.4. At such time, the election of Directors shall be held as well as the transaction of such other business as may come before the meeting. If the election of Directors shall not be held on the day designated herein for any annual meeting, the Board of Directors shall cause the election to be held at special meeting of the Members as soon as possible. In addition, any vote by the Members may be by absentee or electronic ballot, pursuant to Section 209.00592, Texas Property Code, or any then applicable statute and in accordance with procedures approved by Board of Directors.

3.2 Special Meeting. Special meetings of the Members may be called by the President, the Board of Directors, or not less than twenty percent (20%) of the Members having voting rights, upon written notice, as required by the Declaration.

3.3 Place of Meetings. The President will designate the location for the annual meeting or for any special meeting called by the President. If no designation is made or if a special meeting be otherwise called, the place of the meeting shall be the registered office of the POA.

3.4 Notice of Meetings. Written or printed notice stating the place, day, and hour of any annual meeting held on any day other than the 2nd Sunday in January or of any special meeting of Members shall be delivered by email to each Member entitled to vote at such meeting not less than ten (10), or mailed not less than fifteen (15) days before the date of such meeting. In the case of a special meeting, or when required by the statute or these Bylaws, the purpose or purposes for that meeting shall be stated in the notice. The notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at the address as it appears on the record with the POA with postage thereon prepaid or sent by email to the address provided by Member.

3.5 Quorum. The presence at any meeting, in person or by proxy of Members, entitled to vote at least ten percent (10%) of the total votes then outstanding shall constitute a quorum. In the event a quorum is not present, the meeting shall be adjourned to a time not less than forty-eight (48) hours nor more than 30 days from the date of the time set for the original meeting and there reconvened and at which adjourned meeting the quorum requirement shall be waived. Action may be taken by a vote of a majority of the votes present at such adjourned meeting. When the quorum requirement is met at a meeting, it cannot be broken by the subsequent withdrawal of a Member or Members.

ARTICLE FOUR: BOARD OF DIRECTORS

4.1 General Powers. The affairs of the POA shall be managed by its Board of Directors. The Board of Directors shall exercise for the POA all powers, duties, and authority vested in, and delegated to, the POA, except those reserved to the Members by the Declaration, the Articles of Incorporation of the POA, or these Bylaws.

4.2 Tenure and Qualifications. The number of Directors shall be three (3). At each annual meeting, the Members shall elect three (3) Directors to fill the positions All Directors must

be natural persons and Members of the POA. There is no limit to the number of terms a Director may serve.

4.3 Nomination of Directors. Nomination of a Director shall be made in accordance with procedures adopted by the Board of Directors from time to time, which may include deadlines to facilitate absentee or electronic voting. In the absence of such procedure adopted to the Board of Directors, nominations for the Director will be made at the annual meeting of the POA at which an election is required.

4.4 Regular Meetings. A regular annual meeting of the Board of Directors shall be held immediately after or during, and at the same place as, the annual meeting of Members for the purpose of electing officers for the following year and other matters that may come before the Board. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board. Notice of the time and place of the meeting shall be communicated to Directors not less than three (3) days prior to the meeting provided however, notice of a meeting need not be given to any Director who has signed a waiver of notice or a written consent to the holding of the meeting. In addition, notice of all meetings of the Board shall be provided to the Members and such meetings shall be open to Members, except for executive sessions, in accordance with Section 209.0051, Texas Property Code and any applicable state law.

4.5 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. The person or persons authorized to call special meetings of the Board may fix any place, as the place for holding any special meetings of the Board called by them. Notice of special meetings shall be provided in the same manner as notice of regular meetings provided in Section 4.4 above.

4.6 Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

4.7 Manner of Acting. The act of majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law under these bylaws.

4.8 Vacancies. Any vacancy occurring in the Board of Directors shall be filled by the Board of Directors. A Director appointed by the Board to fill a vacancy shall serve for the unexpired term of his or her predecessor in office.

4.9 Informal Action by Directors. The Board of Directors shall only take action without a formal meeting or by unanimous written consent, on matters specifically permitted by Section 209.0051(h), Texas Property Code or applicable state law. Any such action shall be orally summarized at the next formal meeting of the Board and placed into the minutes of such meeting in accordance with Section 209.0051(h) or any applicable state law.

4.10 Executive Session. The Board Directors may adjourn a meeting and reconvene in executive session to discuss and vote upon such matters as authorized by Section 209.0051(c), Texas Property Code or any applicable state law. An oral summary of any decision made in

executive session shall be made and placed in the minutes in compliance with Section 209.0051(c), Texas Property Code or any applicable state law.

4.11 Removal of a Director. All or any number of the Directors may be removed with or without cause at a meeting of the POA called expressly for that purpose, by a vote of a majority of the number of votes entitled to be cast at an election of Directors.

4.12 Liability. Neither the Board of Directors nor any member thereof shall be liable to the POA or to any Member for any damage, loss or prejudice suffered or claimed on account of any action or failure to act by the POA, as Board of Directors, or as a member of its Board of Directors provided that the Board member has, in accordance with his actual knowledge and understanding, acted in good faith.

ARTICLE FIVE: OFFICERS

5.1 Officers. The officers of the POA shall be the President, Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. No two (2) or more offices may be held by the same person, except the offices of President and Secretary.

5.2 Election and Term of Office. The officers of the POA shall be elected annually by the POA at the regular annual meeting of the POA. New offices may be created and filed at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

5.3 Removal and Resignation.

- A. Any officer may be removed upon the affirmative vote of a majority of the POA whenever, in their judgment, the best interests of the POA will be served thereby.
- B. Any officer may resign by giving written notice to the POA, the President, or the Secretary of the POA. Any such resignation shall take effect upon receipt of such notice or at any later time specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective provided that the Board of Directors may reject any post-dated resignation by notice in writing to the resigning officer.

5.4 Vacancies. A vacancy in any office because of death, resignation, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

5.5 President. The President shall be the principal executive officer of the POA and shall in general supervise all of the business affairs of the POA. The President shall preside at all meetings of the Members and the Board of Directors. The President may sign, with the Secretary, Treasurer or any other proper officer of the POA authorized by the Board of Directors, deeds,

mortgages, bonds, contracts, 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. In general, the President 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.

5.6 Treasurer. The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the POA; receive and give receipts for moneys due and payable to the POA from any source whatsoever, and deposit all such moneys in the name of the POA to such banks, trust companies or other depositories as shall be selected in accordance with the provision of Article 7 of these Bylaws. In general, the Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as, from time to time, may be assigned to the Treasurer by the President or the Board of Directors.

5.7 Secretary. The Secretary shall keep the minutes of the meetings of the Members and of the Board of Directors in one (1) or more books provided for that purpose; give all notices in accordance with the provisions of these Bylaws or as required by law, be custodian of the corporate records and of the seal of the POA, and affix the seal of the POA to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office address and email addresses of each Member which shall be furnished to the Secretary by each Member; 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 the Secretary by the President or by the Board of Directors.

5.8 Compensation of Officers. No officer or Member of the POA shall receive compensation unless authorized by resolution approved by the POA.

ARTICLE SIX: COMMITTEES

6.1 Committees. The Board of Directors, by resolution adopted by a majority of the Directors in office, may design and appoint one (1) or more committees, which committees, to the extent provided in said resolution, shall have and exercise authority of the Board of Directors in the management of the POA. However, no such committee shall have the authority of the Board of Directors in reference to: (i) amending, altering or repealing the Bylaws; (ii) electing, appointing, or removing any member of any such committee or any Director or officer of the POA; (iii) amending the Articles of Incorporation; (iv) adopting a plan of merger or mortgage of all or substantially all of the property with another POA; (v) authorizing the voluntary dissolution of the POA or revoking process therefor, (vi) adopting a plan for the distribution of the assets of the POA; or (vii) amending, altering or appealing any resolution of the Board of Directors which, by its terms, provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it by these Bylaws.

6.2 The Architectural Control Committee and Other Committees. The Architectural Control Committee is established and governed by the provisions of the Declaration. The Bylaws do not govern the Architectural Control Committee. Other committees 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 such committee shall be Members of the POA and the Board of Directors shall appoint the Members. Any committee Members may be removed by the Board of Directors, whenever, in their judgment, the best interests of the POA shall be served by such removal.

6.3 Term of Office. Each member of a committee governed by these Bylaws shall continue as such until the next annual meeting of the POA or until his successor is appointed, unless the committee shall be sooner terminated, or unless such Member is removed from such committee, or unless the Member shall cease to qualify as a Member thereof.

6.4 Chairman. One (1) Member of each committee governed by these Bylaws shall be appointed chairman by the person or persons authorized to appoint the Members thereof.

6.5 Vacancies. Vacancies in the Membership of any committee governed by these Bylaws may be filled by appointments made in the same manner as original appointments.

6.6 Quorum. 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.

6.7 Rules. Each committee governed by these Bylaws may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE SEVEN: CONTRACTS, CHECKS, DEPOSITS AND FUNDS

7.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the POA, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument on behalf of the POA. Such authority may be general or confined to specific instances.

7.2 Checks and Drafts. All checks and drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the POA shall be authorized by the President and executed by the Treasurer.

7.3 Deposits. All funds of the POA shall be deposited in such banks, trust companies or other depositories as the Board of Directors may select.

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

**ARTICLE EIGHT:
BOOKS AND RECORDS**

8.1 The POA shall keep correct and complete books and records of account(s) and shall so keep minutes of the proceedings of its Members, Board of Directors, and committees, and shall keep at the registered or principal office a roster giving the name and addresses of the Members entitled to vote.

- A. Inspection by Members. The Membership register, books of account, financial statements, and minutes of meetings of the Members, the Board, and committees shall be made available for inspection and copying by any Member of the POA or by his or her duly appointed representative at any reasonable time and for a purpose reasonably related to his or her interest as a Member, at such place as the Board shall provide.
- B. Rules for Inspection. The Board shall establish reasonable rules and policies consistent with Section 209.005, (which are attached hereto as Exhibit A) of the Texas Property Code, or any applicable state law, with respect to:
 - a. Notice to be given to the custodian of the records by the Member desiring to make the inspection;
 - b. Hours and days of the week when such an inspection may be made; and
 - c. Payment of the cost of reproducing copies of documents requested by a Member.
- C. Inspection by Directors. Every Director shall have an absolute right at any reasonable time to inspect the book records, and documents of the POA and the physical properties owned or maintained by the POA. The right of inspection by a Director includes the right to make extracts and copies of POA documents at the expense of the POA

**ARTICLE NINE:
FISCAL YEAR**

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

**ARTICLE TEN:
ANNUAL BUDGET**

10.1 Preparation. The Board of Directors shall prepare an annual operating budget for the POA at least ten (10) days prior to the beginning of POA's fiscal year. The budget shall show the POA's anticipated income from all sources and its proposed operating expenses, as well as its reserves for capital construction or repair items to be funded in such year.

10.2 Inspection by Member. A copy of the proposed annual budget shall be made available for inspection by any Member of the POA upon request.

10.3 Presentation. The annual budget shall be presented to the Members of the POA by the Board of Directors at the annual meeting each year.

10.4 Approval. Approval of the budget shall be the sole responsibility of the POA.

ARTICLE ELEVEN: FUNDS AND ASSESSMENTS

11.1 Determination of Assessments. Not less than annually, the POA shall fix annual assessments to be levied against the Members of the POA. Upon such determination, a notice shall be sent to each Member that sets forth the amount to be paid annually by such Member for the upcoming fiscal year.

11.2 Special Assessment, Other Assessments and Fees. The POA shall fix and levy special assessments for unforeseen obligations if and when it determines the necessity therefor, at a special meeting held for that purpose. The POA may also make such other assessments and charge such fees as may be provided in the Declaration.

11.3 Use of Funds. Funds derived from assessments, together with all other funds received by the POA, shall be used to maintain, preserve, and operate the POA's property for the benefit of the Members and to carry out the powers, duties and functions of the POA as set forth herein and in the Declaration. Such purposes shall also include, but not be limited to, providing utility services to the POA's property or common areas, paying ad valorem taxes thereon, and maintaining and preserving the property as well as the creation of a reasonable reserve for future maintenance, preservation, operation, and/or capital improvements. The Board of Directors may invest any excess fund or funds not required for current operations.

11.4 Property Subject To Assessment. An assessment shall be levied against each platted lot whether or not improved.

11.5 Collection of Unpaid Assessments. Any assessment not paid within thirty (31) days of its due date shall be deemed in default. The amount of such assessment, whether regular or special assessed against any Property, plus such fees, as may be provided in the Declaration, and as may be assessed by the Board of Directors, and the cost of collecting the same, including reasonable attorneys' fees, shall be a lien upon the Property against which such assessment is levied and the improvements thereon. The POA may either (i) bring an action at law against the owner personally obligated to pay the same, or (2) foreclose the aforesaid lien against the property and improvements thereon, or (3) both. No Owner may waive or otherwise escape liability for the assessment provided for herein by nonuse of the POA property, by the nonuse of a common area, or by abandonment of the Property against which the assessment has been levied.

ARTICLE TWELVE: MISCELLANEOUS PROVISIONS

12.1 Term. All terms used herein shall have the same meaning ascribed to such terms in the Declaration unless the context in which it is used clearly indicates a contrary meaning.

12.2 Execution of Document. The Board of Directors may, except as otherwise provided in these Bylaws or in the Articles of Incorporation of the POA, authorize any officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the POA. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the POA to any contract or agreement or to pledge its credit or to render it liable for any purpose or for any amount.

12.3 Reports and Audits. An annual report of the receipts and expenditures of the POA if any, together with a report of the assets and liabilities of the maintenance fund, if any, shall be rendered by the Treasurer, to the Members and to all mortgagees of parcels who have requested the same, at the annual meeting after the end of each fiscal year. The Board of Directors, at the expense of the POA, shall obtain an annual audit of the books and records pertaining to the POA. Copies shall be made available to any Member upon request. At any time, any Member, at his own expense, may request an audit or inspection to be made of the books and records of the POA.

12.4 Notice. All notices to the POA or the Board of Directors shall be sent to the principal office of the POA or to such other address as the Board of Directors may hereafter designate from time to time. All notices to Members shall be sent to the address of the Member designated by the Member as the contact address as defined in the records of the POA, whether physical or email, or such other address as may have been designated by the Member from time to time in writing to the Board of Directors.

12.5 Conflicts. These Bylaws are intended to comply with the laws of the State of Texas regarding non-profit corporations, laws governing property owners POAs, the Declaration and the POA's Articles of Incorporation. In the event of a conflict in interpretation of these Bylaws, the Declaration and the laws of the State of Texas shall control.

ARTICLE THIRTEEN: AMENDMENT TO BYLAWS

13.1 How Proposed. Amendments to these Bylaws shall be proposed by Members of the POA. The proposed amendment(s) must be reduced to writing and shall be included in the agenda of any meeting at which action is to be taken thereon.

13.2 Adoption. The proposed amendment may be adopted by either of the following methods:

- A. By the Board of Directors at a regular or special meeting called for that purpose, at which a quorum is present, with such amendment approved by a majority vote.
- B. By the Membership at a regular or special meeting of the POA called for that purpose, at which a quorum is present, with such amendment approved by a 2/3rds vote of the Members present or by proxy.

Notwithstanding the previous, those provisions of these Bylaws which are governed by the Declaration or the Articles of Incorporation of this POA may not be amended except as provided

in those documents.

13.3 Recording. Once adopted, any such amendment shall be recorded in the Official Public Records of Burnet County, Texas and placed in the appropriate place of the Minute Book of the POA containing the original Bylaws. If any Bylaw is repealed, the fact of such repeal and the date on which the repeal occurs shall also be recorded in the Official Public Records of Burnet County, Texas and be denoted in the Minute Book of the POA.

IN WITNESS WHEREOF, the undersigned, being the President of the Association, has hereunto set its hand and seal this 22 day of January 2018, at Burnet County Texas.

Spicewood Granite Ridge Owners Association, Inc.

A Texas non-profit corporation

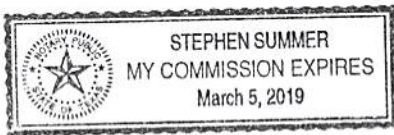
By: Don Bliss
Don Bliss, President

STATE OF TEXAS

COUNTY OF BURNET

This instrument was acknowledged before me this 22 day of January 2018, by DON BLISS, President of Spicewood Granite Ridge Owners Association, Inc., a Texas non-profit corporation, on behalf of such corporation.

Stephen Summer
Notary Public, State of Texas



FILED AND RECORDED
OFFICIAL PUBLIC RECORDS

Janet Parker

Janet Parker, County Clerk

Burnet County Texas

1/22/2018 3:28:15 PM

FEE: \$56.00

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AMD