### BY-LAWS OF THEEAGLE CREEK RANCH OWNERS ASSOCIATION

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### ARTICLE ONE - Registered Office

1.1 The registered office of the Eagle Creek Ranch Owners Association, a Texas Non-Profit Corporation, hereinafter referred to as the Association, is located at 11382 FM 775 Suite 2, Floresville, TX 78114, or such other location within Wilson County, Texas, as may be designated from time to time by the Board of Directors. The registered agent of the Association is the incumbent President of the Association.

### ARTICLE TWO - Definitions

2.1 As used in these By-Laws the following definitions shall apply:

2.1A Eagle Creek Ranch Subdivision: Those portions of the property described on Exhibit A as are included in any section of the Eagle Creek Ranch Subdivision, as such sections are shown by plats of record among the Plat Records of Wilson County, Texas, whether such plats are presently on record or are hereinafter to be recorded, so long as such properties are bound by any subdivision restrictions promulgated by the Patten Corporation Southwest, its successors or assigns, which subdivision restrictions provide for the payment of assessments to the Association herein.

2.1B Members:

2.1B1 Ownership of each lot in the Eagle Creek Ranch Subdivision shall entitle the owner thereof to one membership in the Association.

2.1B2 For purposes of these provisions, those persons who have purchased any of the lots in the Eagle Creek Ranch Subdivision under the provisions of any Contracts of Sale and Purchase with the Veterans Land Board of the State of Texas shall also be considered as "members" of the Association, and the State of Texas shall not be considered as a member of the Association.

2.1B3 A person shall be considered as an owner of a lot in the Eagle Creek Ranch Subdivision only after such person has received legal title to such lot, or after legal title to such lot has been transferred by Patten Corporation Southwest its successors or assigns to the individual, the entity, or the Veterans Land Board of the State of Texas. In the case of any lots owned by two or more persons or entities other than one individual, the owners thereof may designate one person in writing as the person eligible for membership.

2.1B4 Member in Good Standing: A member of the Association shall be deemed in good standing if such member is not in violation of any terms, conditions, or stipulation of the deed restrictions of the Association, or, if member has been notified of a violation, the member has corrected the violation within 30 days after notification.

2.1C Architectural Control Committee: The Eagle Creek Ranch Architectural Control Committee of at least three and not more than five members is an entity formed by the deed restrictions of the Eagle Creek Ranch Subdivision. It is not under the direct control of the Eagle Creek Ranch Owners Association, its Board of Directors, or these by-laws. The Association Board of Directors does, however, appoint members of the Architectural Control Committee and use their services to advise the Directors on deed restriction violations that may require board action. The Association Board of Directors may then determine if they desire to pursue legal or administrative action to correct violations. Architectural Control Committee members may receive reimbursement for actual expenses incurred only upon submission of appropriate written evidence of such expenses incurred.

### ARTICLE THREE - Membership Meetings

3.1 All meetings of the members shall be held at the registered office of the Association or at any other place as may be designated for the purpose from time to time by the President of the Association. All meetings of the members shall be conducted in accordance with Robert's Rules of Order.

3.2 Meetings. The annual membership meeting shall be held in October or other time as scheduled by the Association President, immediately followed by a Board of Directors meeting. Election of members of the Board of Directors shall be held at the annual membership meeting, or a special membership meeting called for that purpose. Business which requires a vote of the members and a quorum of members shall be conducted at the annual membership meeting, or a special meeting called for that purpose. All members may speak on issues and motions at membership meetings once recognized by the Chair.

3.3 Notice of Membership Meeting. Notice of regularly scheduled membership meetings, stating the place, date, and hour of the meetings, shall be given in writing to each member not later than the 10th day or earlier than the 60th day before the date of the meeting by mail addressed to the member at the address appearing on the books of the Association.

3.4 Special Membership Meetings. Special meetings of the members for any purpose or purposes may be called at any time by the President, or a majority of the Officers or the Board of Directors. Any special meeting must be called for specific purposes, which purposes shall be identified in the call of the meeting and notice of the meeting. No other business shall be conducted at a special meeting that has not been identified in the call of the meeting. If a membership vote is necessary at a special meeting, notice will be provided in accordance with the provisions stated in section 3.3 above, and a quorum of members will be required to conduct business. If a vote is not required, notice will be provided by postings at common areas at least 72 hours before the date and time of the special meeting, posting to the Association’s web site and an email addressed to all member email addresses registered on the books of the Association.

3.5 Quorum. Twenty-five (25) members including proxies and absentee ballots constitute a quorum for transaction of business. Once the presence of a quorum has been confirmed, business may continue despite any failure to maintain a quorum during the remainder of the meeting; however, an absentee ballot may be counted as an owner present and voting for the purpose of establishing a quorum only for items appearing on the ballot.

3.6 Voting. Votes shall be apportioned by lots, i.e. each lot shall be entitled to one vote, and therefore, if any member owns two or more lots, that member shall be entitled to the same number of votes as the number of lots owned. There shall be no fractional voting, but rather, if a lot is owned by two or more persons, that lot shall be entitled to only one vote and shall not be entitled to split that vote. A member may execute a written proxy granting to another member the right to cast a vote at any meeting.

3.6A Owners attending business meetings shall designate the voting member at the time of sign-in at the meeting.

3.6B Owners not attending the business meeting shall have the opportunity to mail in absentee ballots to the registered office of the Eagle Creek Ranch Owners Association as in the case of announced voting on Directors, By-Laws, assessments and other major decisions affecting the operation of the Association. Absentee ballots may not be counted on the final vote of a proposal if the motion was amended at the meeting to be different from the exact language on the absentee ballot.

3.6C A majority vote is required to pass a motion. Majority means more than fifty percent (50%) of a quorum, whether present in person or by proxy or absentee ballot.

### ARICLE FOUR - Board of Directors

4.1 The management of the Association shall be vested in a Board of Directors consisting of at least five (5) but not more than nine (9) directors. The Board shall have the responsibility and authority to see that the officers carry out the purposes of the Association, as outlined in the Articles of Incorporation, and to act as advisors to the officers. Directors may only act by a vote of a majority of a quorum of the entire Board. Directors shall have no individual power. The powers of the Association shall be exercisable by the Board of Directors or under its authority. The action of the President of the Association shall be controlled by the Board of Directors, subject to such limitations imposed by law, the Articles of Incorporation, or these By-Laws as to the actions to be authorized or approved by the members.

4.2 A majority of the number of elected directors presently serving shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the directors present shall be regarded as an act of the Board of Directors, unless a greater number is required by law or by the Articles of Incorporation.

4.3 The directors shall be members of the Association. The number of directors may be increased or decreased from time to time by an amendment to these By-Laws, but no decrease shall have the effect of shortening the term of an incumbent director. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at the annual meeting or at a special meeting of the members called for that purpose.

4.4 The directors shall be elected by the members and shall hold office until their respective term of office is complete, or until their death, resignation, or removal. Each member of the Board of Directors shall be elected to serve for a term of three (3) years, or a shorter term as determined by the existing Board of Directors. At the expiration of their term of office, a director has the right to submit their application for a succeeding term. Term expiration periods shall be equally apportioned among the directors so that approximately one third of the directors' terms expire in any given year.

4.5 Removal of Board Members:

4.5A The entire board of Directors, or any individual director, may be removed from office by a majority vote of a quorum of members present in person or by proxy or by absentee ballot at any business or special meeting of the members provided all the provisions of Article 3 above have been followed.

4.5B In the event a Director shall be absent from three consecutive meetings of the Board and/or 50 percent of any regularly scheduled meetings for the period October 1 through September 30 of each year, the Board may by resolution declare his or her office to be vacant, and in such case said Director shall be deemed to have resigned from the Board at the adoption of such resolution and appropriate notice shall be given said Director. A special meeting or a meeting which has been rescheduled shall not be considered to be a meeting of the Board for the purposes of this section only.

4.5C If an officer is presented with written, documented evidence from a database or other record maintained by a governmental law enforcement authority that a board member has been convicted of a felony or crime involving moral turpitude, the board member is immediately ineligible to serve on the board of the property owners’ association, automatically considered removed from the board, and prohibited from future service on the board. Appropriate notice shall be given to the Director.

4.6 Vacancies on the board of directors as a result of death, resignation, or removal, will be filled by election by a majority of a quorum of the membership at the annual business meeting or a special meeting called for that purpose. The term of office for the new director will remain the same as the unexpired term of the vacated director's position. If said director is not elected at that time, the position is to remain empty until an election is held at the annual meeting, or until a special meeting is called for that purpose.

4.7 Directors Meetings:

4.7A All meetings of the Board of Directors shall be held at the principal office of the Association or at such place as may be designated from time to time by the President of the Association. Immediately following the annual membership meeting, the presiding officer shall call a meeting of the current and newly elected Directors with the primary agenda to appoint officers. Subsequent Board of Directors meetings shall be scheduled on a recurring basis as determined by the Board of Directors to conduct the business of the Association, vote on the recommendations of committees or members, and present new business or information to the Board.

4.7B Regular meetings of the Board shall be open to all members, provided, however, that members who are not members of the Board may not participate in any deliberation or discussion unless recognized by the Chair to so participate. Such recognition may be overruled by a vote of a majority of a quorum of the Board. The Board may adjourn a board meeting and reconvene in closed executive session to consider actions involving personnel, pending or threatened litigation, contract negotiations, enforcement actions, confidential communications with the property owners’ association’s attorney, matters involving the invasion of privacy of individual owners, or matters that are to remain confidential by request of the affected parties and agreement of the board. Following an executive session, any decision made in the executive session must be summarized orally and placed in the minutes, in general terms, without breaching the privacy of individual owners, violating any privilege, or disclosing information that was to remain confidential at the request of the affected parties. The oral summary must include a general explanation of expenditures approved in executive session.

4.7C 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. Notice shall be given by postings at common areas at least 72 hours before the date and time of the meeting, posting to the Association’s web site and an e-mail addressed to all member email addresses registered on the books of the Association. It is the owner’s duty to keep an updated e-mail address registered with the Association. Any notice of scheduled Board meeting on the Association web site will include an agenda of the meeting and voting scheduled to occur during the meeting.

4.7D Special meetings of the Board of Directors for any purpose shall be called at any time by the President, or if the President is absent or unable or refuses to act, by any two other directors. Notice of special meetings, stating the time and general purpose or purposes thereof, shall be delivered in accordance with the provisions of para 4.7C above.

4.7E The board may meet by any method of communication, including electronic and telephonic, without prior notice to owners, if each director may hear and be heard by every other director, or the board may take action by unanimous written consent to consider routine and administrative matters or a reasonably unforeseen emergency or urgent necessity that requires immediate board action. Any action taken without notice to owners must be summarized orally, including an explanation of any known actual or estimated expenditures approved at the meeting, and documented in the minutes of the next regular or special board meeting.

4.7F If the board recesses a regular or special board meeting to continue the following regular business day, the board is not required to post notice of the continued meeting if the recess is taken in good faith and not to circumvent the notification process. In the absence of a quorum, a majority of the directors present at any directors' meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the board.

4.7G The President shall preside at meetings of the Board of Directors. In the President's absence, the Vice President, and in his absence any director selected by the directors present shall preside at meetings of the Board of Directors. The Secretary of the Association or, in the Secretary's absence, any person appointed by the presiding officer, shall act as Secretary of the Board of Directors.

4.8 No dividend shall be paid and no part of income of the Association shall be distributed to directors. Directors may receive reimbursement for actual expenses incurred only upon submission of appropriate written evidence of such expenses incurred.

4.9 A Director may be appointed a member of the Eagle Creek Ranch Architectural Control Committee.

### ARTICLE FIVE - Officers

5.1 The Board of Directors shall meet each year, immediately following the annual business meeting, to elect a President and Vice President from among the members of the Board of Directors. The officers shall serve for one (1) year unless they shall sooner resign, be removed or otherwise become disqualified to serve. The Secretary and Treasurer positions shall be elected by a vote of a majority of the Board of Directors from among the Association members. The Secretary and Treasurer may also be a member of the Board of Directors other than the President or Vice President. Any two or more offices may be held by the same person, except the offices of president and secretary.

5.1A Any officer may be removed from office at any time by the vote of a majority of a quorum of the Board. Any officer may resign at any time by giving written notice to the Board and such resignation shall be effective on the date of receipt of such notice or such later time specified therein. The acceptance of such resignation shall not be necessary to make it effective.

5.1B Should a vacancy occur, the President's position shall immediately be assumed by the Vice President, and a new Vice President shall be elected from among the members of the Board of Directors. Similarly, a member of the Board of Directors shall assume the Secretary or Treasurer's duties until a permanent replacement can be elected.

5.2 The officers of the Association shall have the power and duties generally ascribed to the respective offices, and such additional authority or duty as may from time to time be established by the Board of Directors. In addition, the officers shall have the following duties:

5.2A **The President shall**:

5.2A1 ensure that the general business transactions of the Association are carried out;

5.2A2 ensure that notification and legal actions are carried out as appropriate;

5.2A3 preside at all meetings;

5.2A4 establish the agenda for meetings;

5.2A5 coordinate the accomplishment of communications to the membership relating to the activities of the Association and the quality of community living;

5.2A5a ensure the publication and distribution of an annual newsletter to the membership;

5.2A5b ensure posting of appropriate notices in a timely manner in the Eagle Creek Ranch common areas, the Association web site and e-mail notices;

5.2A5c ensure the publication and distribution of any other notices as appropriate to the membership;

5.2A5d obtain the coordination of a majority of the officers and members of the Board of Directors prior to publication of newsletters;

5.2A6 represent the Association at community/city/county functions and activities as appropriate.

5.2B **The Vice-President shall**:

5.2B1 assume the duties of the President in case of absence or resignation;

5.2B2 monitor the maintenance of common areas and activities related to promoting the general quality of living in Eagle Creek Ranch Subdivision, such as, supervision of parks and recreation and security issues;

5.2B3 coordinate with the Capital Improvement Committee, Welcoming Committee, etc.;

5.2B4 coordinate special program activities for meetings for Eagle Creek Ranch Subdivision which are sponsored by the Association;

5.2B5 and other duties as assigned by the President.

5.2C. **The Secretary shall**:

5.2C1 record the minutes of membership, special and Directors meetings; said minutes shall be retained for seven years;

5.2C2 coordinate time and facility availability for meetings;

5.2C3 maintain the file of members registered email addresses;

5.2C4 provide the state with the name of the registered agent of the Association at the time of changes in the name of the registered agent;

5.2C5 ensure contracts with a term of one year or more shall be retained for four years after the expiration of the contract term;

5.2C6 and other duties as assigned by the President or Vice-President.

5.2D **The Treasurer shall**:

5.2D1 keep account of all monies received and dispersed;

5.2D2 ensure payment of all routine and approved expenses of the Association;

5.2D3 ensure notices of annual dues are sent out in a timely manner;

5.2D4 report status of unpaid balances and delinquent accounts to the President on a quarterly basis; report all unusual changes in routine monies received and dispersed;

5.2D5 prepare a financial report for the annual membership and Directors meetings;

5.2D6 prepare the proposed budget for approval of the membership at the annual business meeting;

5.2D7 request an independent annual analysis of financial records annually and provide results to the Board of Directors;

5.2D8 deposit all monies or other valuable effects in the name of the Association in such depositories as may from time to time be designated by the Board of Directors;

5.2D9 ensure financial books and records will be retained for seven years;

5.2D10 ensure account records of current owners will be retained for five years;

5.2D11 ensure tax returns and audit records will be retained for seven years;

5.2D12 and any other duties as assigned by the President or Vice-President.

5.3 Any and all funds of the Association shall be deposited in a bank account owned by the Association. All demand withdrawal instruments and checks on such bank account shall bear the signatures of at least two authorized persons. The Treasurer and any Director are authorized to sign checks.

5.4 No dividend shall be paid and no part of income of the Association shall be distributed to the officers. Officers may receive reimbursement for actual expenses incurred only upon submission of appropriate written evidence of such expenses incurred.

5.5 An officer may be appointed a member of the Eagle Creek Ranch Architectural Control Committee.

### ARTICLE SIX - Committees

6.1 Committee chairs are appointed by a majority vote of the Board of Directors. Any committee member may be removed at any time by the vote of a majority of a quorum of the Board. Any committee member may resign at any time by giving written notice to the Board and such resignation shall be effective on the date of receipt of such notice or such later time specified therein. The acceptance of such resignation shall not be necessary to make it effective.

6.2 Committee Chairs or their designated representative will report at each business meeting.

6.3 The actions for carrying out the responsibilities of any committee shall be contained in the written procedures established by that committee. All actions and procedures shall be subject to the approval of the Board of Directors.

6.4 Existing committees consist of the Nominations Committee, Welcoming Committee, Parks Committee, and Capital Improvement Committee. Committees may be formed or disbanded as deemed necessary by the Board of Directors.

6.5 Committee on Nominations. The Committee on Nominations shall be a committee of the Association. The Board shall, by resolution, designate a member of the Association to serve as election officer for all votes. A person who is a candidate in a property owners’ association election or who is otherwise the subject of an association vote, or a person related to that person within the third degree by consanguinity or affinity, may not serve on the Nominations Committee, tabulate or otherwise be given access to the ballots cast in an election or vote. The election officer shall receive written nominations as provided herein and shall administer elections. The election officer shall appoint such assistants as are in his/her judgement required to conduct the election, but in no case shall less than one (1) assistant be designated. The election officer and assistant shall not be paid for their services nor be members of the Board of Directors.

6.5A Functions. The Committee on Nominations shall:

6.5A1 supervise the election of directors and the voting of issues placed on the ballot;

6.5A2 obtain and report results of elections;

6.5A3 not disclose to any other person how an individual voted.

6.5B Procedures. The Committee on Nominations shall:

6.5B1 call for nominations for the annual election by:

6.5B1a collecting nominees for each position up for election.

6.5B1b prepare the absentee ballot for mail out by September 10th to include voting instructions and limitations, the list of candidates for each position with descriptions of candidate qualifications, and/or any issues to be voted on. The deadline for the return of marked mail-in ballots shall be the day of the annual meeting.

6.5B1c determine if a quorum of the membership is present to conduct an election.

6.5B1d count election ballots. An election shall be constituted by plurality of votes. In the case that more than one candidate is running for a single position, the nominee with the highest number of votes shall be determined to be the winner. In case of a tie, the election shall be decided by a runoff election as outlined in Article 3 above.

6.5B1e announce election results at the annual membership meeting.

ARTICLE SEVEN - Execution of Instruments

7.1 The Board of Directors may, at their discretion, authorize an officer or officers, or other persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except where otherwise provided by state or federal law or the Association By-Laws, and such execution or signature shall be binding on the Association.

### ARTICLE EIGHT - Miscellaneous

8.1 The Officers, with the approval of the Board of Directors, shall have the authority to employ such agents or employees as the Officers shall deem appropriate for carrying out the purposes of this Association.

8.2 Initiation fees or transfer fees for membership in the Association may be set by the Board of Directors.

8.3 Subject to the approval of a majority of a quorum of members present in person or by proxy at a business meeting, or a special meeting called for that purpose, of the membership duly convened, the Directors of the Association may increase or decrease the assessments described in the subdivision restrictions, restrictive covenants, and conditions affecting any section of the Eagle Creek Ranch Subdivision as shown by recorded instruments filed for record in Wilson County, Texas.

8.4 A member on written demand stating the purpose of the demand, has the right to examine and copy, in person or by agent, accountant or attorney, at a reasonable time, for any proper purposes, the books and records of the Association relevant to that purpose as it pertains to that member, at the expense of the member.

8.5 The power to alter, amend, or repeal these By-Laws is vested in the members of the Association.

8.5A. A majority vote of a quorum of members present in person or by proxy or absentee ballot at a regular meeting or special meeting called for the purpose of amending these bylaws is required to alter, amend, or repeal these By-Laws.

8.5B The Board of Directors may not alter, amend, or repeal these By-Laws.

8.6 Request for Change of Deed Restrictions. An Association member may request a change to the deed restrictions by submitting a written request of change to the Board of Directors. If two-thirds of the Board approves the proposed change for submission to the Association membership, then the request shall be submitted to the Association members at the annual meeting or a special meeting for approval or rejection where association members may vote in person, by proxy or by absentee ballot. A two-thirds majority of all Association members shall be required and sufficient to approve the proposed change. If a two-thirds majority of all Association members approve of the requested change, it shall be implemented and recorded.