

STATE OF TEXAS §

COUNTY OF TRAVIS §

**AMENDED AND RESTATED BYLAWS
OF
BELVEDERE HOMEOWNERS ASSOCIATION, INC.**

Document reference. Reference is hereby made to that certain Consolidation, Amendment & Restatement of Declaration of Covenants, Conditions and Restrictions for Belvedere Homeowners Association, Inc., filed at Document No. 2016036296 of the Official Public Records of Travis County, Texas (together with all amendments and supplemental documents thereto, the “**Declaration**”).
Reference is further made to that certain Amended and Restated Bylaws of Belvedere Homeowners Association, Inc., filed at Document No. 2012032981 of the Official Public Records of Travis County, Texas (the “**Bylaws**”).

WHEREAS the Declaration provides that owners of lots subject to the Declaration are automatically made members of the Belvedere Homeowners Association, Inc. (the “**Association**”);

WHEREAS the Association is a Texas nonprofit corporation and is governed in accordance with the Bylaws;

WHEREAS the board of directors of the Association (the “**Board**”) is authorized to adopt and amend the Bylaws of the Association pursuant to Article 8.1 of the Bylaws and Section 22.102(a) of the Texas Business Organizations Code; and

WHEREAS the Amended and Restated Bylaws attached hereto as Exhibit “A” have received the requisite approval;

THEREFORE the Bylaws have been, and by these presents are, AMENDED and RESTATED as provided in Exhibit “A”, and the previous Bylaws are hereby superseded and replaced.

AGREED TO and ADOPTED the 11 day of October, 2017.

BELVEDERE HOMEOWNERS ASSOCIATION, INC.

Acting by and through its Board of Directors

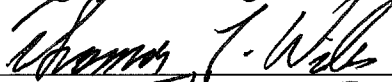

NAME: THOMAS J. WILLES
TITLE: President


Exhibit “A”: Amended and Restated Bylaws

Acknowledgement

STATE OF TEXAS §

COUNTY OF Travis §

This instrument was acknowledged before me on the 11th day of October, 2017, by Thomas Joseph Wiles in the capacity stated above.



Notary Public, State of Texas

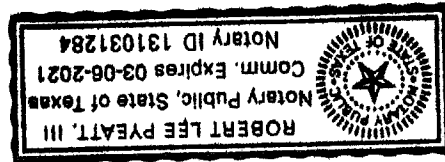


EXHIBIT "A"

AMENDED AND RESTATED BYLAWS OF BELVEDERE HOMEOWNERS ASSOCIATION, INC.

Article I: NAME AND LOCATION

1.01 *Name.* The name of the Association is "Belvedere Homeowners Association, Inc.," hereinafter referred to as the "Association."

1.02 *Principal Office.* The principal office of the Association shall be located at 17400 Flagler Drive, Austin, Texas 78738.

Article II: DEFINITIONS

Definitions. The definitions of all terms herein shall be the same as those in the Consolidation, Amendment, and Restatement of Declaration of Covenants, Conditions and Document No. 2016036296 11626, Page 0576 of the Official Public Records of Travis County, Texas.

Article III: MEETING OF MEMBERS

3.01. *Annual Meetings.* The annual meeting of the Members shall be held each year at a date, time and place designated by the Board.

3.02. *Special Meetings.* Special meetings of the Members may be called at any time by the president or by the Board of Directors, or the President shall call a special meeting upon receipt of a petition signed by members holding at least 50% of the total voting interests in the corporation. The place of the meeting shall be as stated in the notice.

3.03. *Notice of Meetings.* Written notice of each meeting of the Members shall be given by, or at the discretion of the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least 10 days but no more than 60 days before such meeting to each Member entitled to vote, addressed to the Member's address last appearing on the books of the Association for the purpose of notice. Such notice shall specify the place, day and time of the meeting, and, in the case of a special meeting, the purpose of the meeting. If mailed notice shall be deemed to be delivered when deposited in the United States mail addressed to the Member at his last known address according to Association records. Notices may in the alternative be given by fax or email to any fax number or email provided by the Member to the Association.

3.04. *Quorum.* The presence (including via telephone, via absentee ballot, via proxy, or other authorized method of attendance or voting) at the meeting of members entitled to cast, or of proxies entitled to be cast, at least twenty percent of the Members' votes shall constitute a quorum for any action. If, however, such quorum shall not be present or represented at any meeting, the Members present shall have power to recess the meeting from time to time, and with notice provided in accordance with Section 3.03, reconvene the meeting at a later date. At any reconvened meeting the votes present at the reconvened meeting shall constitute quorum.

3.05. *Voting methods; forms and ballots.* At all meetings of Members held in a physical location (in-person meetings), each Member may vote in person or (at the board's election) either by absentee ballot or proxy. The board in its discretion may allow any other voting method allowed by law. If an in-person meeting is not held, each Member may vote by proxy or absentee ballot (at the board's election), and by any other voting method allowed by law that the board elects to utilize. All proxies shall be in writing and filed with the secretary or other designated association agent. Every proxy shall be revocable and shall automatically cease upon conveyance by the

member of his Home or Lot. The board shall promulgate the form of all proxies and ballots, and no other form shall be valid.

3.06. *Elections and Votes.* Elections and votes of Members may be taken with or without a meeting unless otherwise provided in the Declaration or these Bylaws. If an election or vote by the Members is to be taken at a meeting of the Members, written notice of such meeting must be given to the Members not later than the 10th day or earlier than the 60th day before the date of the election or vote. If an election or vote is not taken at a meeting, notice must be not later than the 20th day before the latest date on which a ballot may be submitted.

3.07 *Method of Meetings.* Meetings of the Members may be held in person or by telephonic or other electronic means. If held by telephonic or other electronic means, the notice of the meeting of the Members shall include instructions for the Members to access the communication method.

Article IV: BOARD OF DIRECTORS

4.01. *Number.* The affairs of the Association shall be managed by a Board of five directors elected to three-year staggered terms.

4.02. *Term of office.* The Members shall elect all directors for a term of approximately three years, beginning from the date of their election to the date of the election of their successor. The terms shall be staggered so that each year only one member of the Board is elected.

4.03. *Removal; resignations.* Any director may be removed from the Board, with or without cause, by a majority vote of a quorum of the Members of the Association casting votes at a meeting or by majority vote of the remaining Board members. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor

4.04. *Compensation.* No director shall receive compensation for any service he may render to the Association in his capacity as a director. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Article V: ELECTION OF DIRECTORS

5.01. *Nomination* (a) At least 10 days before the date the Association disseminates absentee ballots or other ballots to the members for purposes of voting in a board member election, the Association must provide notice to the members soliciting candidates interested in running for a position on the board. Such notice must be provided in accordance with Texas Property Code Ch. 209 and must include instructions for an eligible candidate to notify the Association of the candidate's request to be placed on the ballot and the deadline to submit the request. The deadline may not be earlier than the 10th day after the date the Association provides notice under this section. Nominations may not be made after the deadline.

(b) In the Board's discretion a nominating committee may also be appointed to consist of a chairman who must be a member of the Board and two or more members of the association. The nominating committee, if appointed, shall make as many nominations for election to the Board as it shall in its discretion determine, but no fewer than the number of vacancies that are to be filled. The nominating committee nominees shall be listed on the ballot along with the names of candidates who timely reply to the solicitation sent pursuant to 5.01(a). The candidates selected by the nominating committee slate may be noted on the ballot as such.

(c) Other than the nominees pursuant to (a) and (b) above, no other nominations shall be allowed (no nominations from the floor or any other nominations.)

5.02. *Election.* At such election the Members or as applicable their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

5.03. *Voting.* At the discretion of the Board, the vote to elect a director may be held with or without a meeting, and votes may be cast via electronic means, absentee ballot, at a regular or special meeting of the Members, or any combination thereof.

Article VI: MEETINGS OF DIRECTORS

6.01 *Regular Meetings.* Regular meetings of the Board of Directors shall be held at least annually, without notice to directors but with any Member notice required by state law.

6.02. *Special Meetings.* Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any two directors, after not less than two days notice to each director. Notice may be provided via email, phone, mail, fax, in person, or other similar means.

6.03. *Quorum.* A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors shall be regarded as the act of the Board.

6.04 *In person or by telephone or unanimous consent.* Meetings of the Board may be in person or by telephone or by other electronic means where board members can all hear and be heard by other board members. If a Board meeting is to be held by telephone or other electronic means, the notice of meeting to the Members must include instructions for the Members as to how to access the meeting. Members need not be allowed to participate in Board meetings but must be able to listen to such meeting with the exception of any portion of such meeting held in executive session.

6.05 *Notice of Meetings.* Notice of Board meeting shall be provided to the Members as required by law. (Texas Property Code §209.0051).

6.05. *Action Taken Without a Meeting.* To the fullest extent allowed by law¹, the directors shall have the right to take any action in the absence of a meeting which they could take at a meeting. Any action so approved shall have the same effect as though taken at a meeting of the directors. Any action taken without a meeting must be orally summarized and documented in the minutes of the next Board meeting.

Article VII: POWERS OF THE BOARD

7.01. *Powers.* The Board of Directors shall have power to exercise for the Association all powers, duties and authority vested in or delegated to the Association, and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration.

7.02. *Powers expressly include the power (but, unless such action is required by law or by other dedicatory instruments of the Association, not the duty):*

(a) to cause to be kept a record of all its financial books and to present a report thereof to the members at the annual meeting of the Members;

(b) to: (1) fix the amount of the regular Assessment for each Home pursuant to the procedure in the Declaration; (2) send written notice of assessments to every Owner; and (3) collect assessments and enforce assessments, all pursuant to procedures and limitations as set forth in the Declaration;

(c) to issue resale certificates, loan eligibility certificates, and verification certificates setting forth whether or not any Assessment has been paid. The Board may make a reasonable charge for the issuance of these certificates and other written documents provided by the Association;

¹ See Texas Property Code §209.0051 for a list of topics which are required to be discussed or voted on at a meeting.

(d) to procure and maintain liability and hazard insurance on Common Areas; and cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate or necessary;

(e) to cause the Common Areas to be maintained as per the Declaration;

(f) to carry out all other duties and powers of the Association or Board under the Declaration or law, and perform other functions the Board deems necessary or appropriate; and

(g) adopt and publish rules regarding the use and occupancy of the Property, and in addition to all other available remedies, levy fines and damage assessments for violations of any governing document of the Association.

The Board may delegate any of its functions to a managing agent.

Article VIII: OFFICERS AND THEIR DUTIES

8.01. *Officers.* The Officers of the Association shall be a president, a secretary and a treasurer.

8.02. *Election.* The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

8.03. *Term.* Each officer of the Association shall be elected annually by the Board and each shall hold office for approximately one year until the election of his successor, unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

8.04. *Special Appointments.* The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

8.05. *Resignation and Removal.* The Board may remove any officer from office with or without cause. Any officer may resign at any time giving written notice to the Board, the president, or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, the acceptance of such resignation shall not be necessary to make it effective.

8.06. *Vacancies.* A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

8.07. *Multiple Offices.* The same person may hold the offices of secretary and treasurer. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 8.04 of this Article.

8.08. *Duties.* The duties of the officers are as follows:

(a) **President:** The president shall preside at all meetings of the Board of Directors.

(b) **Secretary:** The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.

(c) **Treasurer:** The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by the Board; shall sign all checks and promissory notes of the Association; keep proper books of account; if directed by the board, cause an annual audit or review by a third-party accountant or bookkeeper of the Association books to be made at the completion of each fiscal year; and shall prepare an annual budget for the forthcoming year and a statement of income and expenditures for the previous year, to be presented to the membership at its regular annual meeting.

Any officer duty may be delegated to a management representative. Such delegation may but need not be in writing.

Article IX: COMMITTEES

The Board of Directors will appoint an Architectural Committee as provided in the Declaration or, the Board may elect for its own Board members to also serve as the Architectural Committee. In the absence of appointment of an Architectural Committee, the Board shall be deemed to serve as the Architectural Committee. The Board may appoint other committees as deemed appropriate in carrying out the purposes of the Association. All committee members shall serve at the pleasure of the Board.

Article X: BOOKS AND RECORDS

The financial books and records of the Association shall be subject to inspection by members in accordance with state law.

Article XI: ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association Assessments, which are secured to the full extent provided by law, by a continuing lien upon the Lot against which the Assessment is made. The collection and enforcement procedures shall be as set forth in the Declaration or other dedicatory instrument of the Association.

Article XII: CORPORATE SEAL

The issuance of a corporate seal shall be unnecessary and is not required under Texas law.

Article XIII: AMENDMENTS

Except as otherwise provided in the Declaration, these Bylaws may be amended by the Board of Directors, or by majority vote of a quorum of members casting votes at a meeting of the members.

Article XIV: MISCELLANEOUS

The fiscal year of the Association shall be the calendar year. The Association shall defend, indemnify and hold harmless its directors, officers and committee members to the maximum extent allowed by law, including payment for all expenses, legal and otherwise, incurred in connection with such directorship, office or committee role or and any actions taken or omitted in such capacity.

After recording, please return to:

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Austin, Texas 78701

Macintosh HD:Users:wmh:Desktop:BylawsRestate 8-17CH.docx



**FILED AND RECORDED
OFFICIAL PUBLIC RECORDS**

Dana Debeauvoir

DANA DEBEAUVOIR, COUNTY CLERK
TRAVIS COUNTY, TEXAS

October 25 2017 08:38 AM

FEE: \$ 54.00 2017170422