

SIXTH AMENDMENT TO THE: TAHITIAN VILLAGE PROPERTY OWNERS' ASSOCIATION, INC. BYLAWS

ARTICLE I DEFINITIONS

SECTION 1. "Association" shall mean and refer to the Tahitian Village Property Owner's Association, Inc., a nonprofit corporation organized and existing under the laws of the State of Texas.

SECTION 2. "The Properties" shall mean and refer to those properties as set forth and particularly described in Article FOUR Sections 1 & 2 of the Amended Certificate of Formation (originally entitled Articles of Incorporation) of Tahitian Village Property Owner's Association, Inc., and such additions thereto as may hereafter be brought within the jurisdiction of the Association as in said article provided.

SECTION 3. Deleted

SECTION 4. "The Covenants" shall mean and refer to The Agreement of Covenants, Conditions, and Restrictions to which the properties are or will be subjected and which are recorded in the office of the County Clerk of Bastrop County, Texas.

SECTION 5. "A Member in Good Standing" shall mean and refer to any Member of the Association, as defined in Article FIVE, of the Amended Certificate of Formation (originally entitled Articles of Incorporation) of the Association, whose membership rights are not currently suspended for any reason.

SECTION 6. "Voting Rights" shall mean and refer to the right of Members in Good Standing, as defined in Article FIVE of the Amended Certificate of Formation (originally entitled Articles of Incorporation), to vote on any matter presented to the Membership of the Association for a vote. Voting rights shall be separate and distinct from all other membership rights and privileges, and are controlled by Article IV of these Bylaws.

SECTION 7. "Fiscal Year" shall mean and refer to the Association's financial accounting period of one year, January 1 through December 31.

SECTION 8. "Director Place" shall mean and refer to the assigned Director position designated by numbers one through six. Place numbers are assigned as set forth in Article VIII Section 3.e.

SECTION 9. "Voting Directions" shall inform voting members to cast their votes for three candidates where no more than one vote can be cast, per candidate, for each lot owned. The ballot package shall provide a sample ballot and the ballot shall be constructed in such a manner that votes cast for each lot are separate votes.

The voting label shall state the number of eligible votes the member may cast per candidate for a maximum of three (3) candidates. The Member cannot cast more votes per candidate than the number of votes shown on the voting label. Example: If six (6) votes are shown on the voting label, the Member may cast no more than six (6) votes *per candidate for a maximum of three (3) candidates.*"

ARTICLE II LOCATION

SECTION 1. The principal street address of the office of the Association shall be 106 Conference Drive, Bastrop, Texas, 78602, or until changed by the Board of Directors. The principal mailing address of the Association shall be P.O. Box 636, Bastrop, Texas, 78602, or until changed by the Board of Directors.

ARTICLE III MEMBERSHIP

SECTION 1. The Membership shall be as set forth in Article FIVE of the Amended Certificate of Formation (originally entitled Articles of Incorporation).

ARTICLE IV VOTING RIGHTS

SECTION 1. A Member in Good Standing, as defined in Article FIVE of the Amended Certificate of Formation (originally entitled Articles of Incorporation), shall be entitled in matters before the Membership to cast a vote for each lot the Member owns as set forth in Article FIVE of the Amended Certificate of Formation (originally entitled Articles of Incorporation) and as ownership shows in the records of the Bastrop County Central Appraisal District.

SECTION 2. A Member in Good Standing, as defined in Article FIVE of the Amended Certificate of Formation (originally entitled Articles of Incorporation), may vote for each Director Place vacancy when the Association records show the member owns a lot by December 31, preceding the Annual Membership Meeting. Any public entity, any corporate entity, or any government entity shall be excluded from voting for a Director Place vacancy.

SECTION 3. A Member in Good Standing, as defined in Article FIVE of the Amended Certificate of Formation (originally entitled Articles of Incorporation), may vote for each proposition of Association business that comes before a Special Membership Meeting and Association records show the Member owns a lot as of December 31, preceding that membership meeting.

ARTICLE V Deleted

ARTICLE VI

ASSOCIATION PURPOSES AND POWERS

SECTION 1. The Association has been organized for the purposes and shall have the powers as set forth in Article FOUR Section 3 of the Amended Certificate of Formation (originally entitled Articles of Incorporation).

ARTICLE VII BOARD OF DIRECTORS

SECTION 1. The Association shall be governed by a Board of Directors as provided in the Amended Certificate of Formation (originally entitled Articles of Incorporation) of the Association and these Bylaws.

SECTION 2. The election to a Director Place is for a two year term.

A Member begins the elected position of Director during the next regularly scheduled meeting, as defined by that meeting's agenda. A Director shall vacate a Director Place no later than the Member elected or appointed to the Place is to begin the position.

SECTION 3. Vacancies in the Board of Directors shall be filled by the affirmative vote of a majority of the remaining Directors, regardless of the number of remaining Directors.

- 1) Voting to fill a Director vacancy shall occur after the Membership is notified of the vacancy(s). Notice by United States Postal Service is not required. Notice to the Membership of the vacancy may take place by an appropriate method, as determined by the Board of Directors. Members are provided at least 14 days to file with the Board of Directors a proof of ownership in Tahitian Village (deed or contract for deed), a brief biography, and a Petition For Support signed by ten (10) Members in Good Standing, as defined in Article FIVE of the Amended Certificate of Formation (originally entitled Articles of Incorporation), to be appointed as a Director.
- 2) A Member appointed to a Director Place shall hold office for the remainder of the unexpired term of that Director Place.

SECTION 4. Deleted

SECTION 5. A Director, either elected or appointed, may serve multiple consecutive terms, but an Officer is limited to holding the same officer position for a maximum of three (3) consecutive terms.

SECTION 6. Any Director may be removed from office in accordance with:

- 1) Article IX Section 1 Subsection e, or
- 2) By a majority of votes cast for removal by Members in Good Standing, as defined in Article FIVE of the Amended Certificate of Formation (originally entitled Articles of Incorporation), present in person at the Annual Membership Meeting or Special Membership Meeting. Notice of a proposal to remove a Director must be included with the agenda/proposed agenda of the meeting as required by Article XII Section 3.

ARTICLE VIII ELECTION OF DIRECTORS ELECTION COMMITTEE

SECTION 1. The election of the Board of Directors, the appointment of an Election Committee, and Election Judge and the receiving of Director Candidates shall occur annually. The election shall be by written ballot as hereinafter provided in Section 5 of this Article. For each Director Place vacancy on the Board of Directors, the manner to vote is defined in Article IV of these Bylaws. There shall not be any cumulative voting at this election. All Members eligible to vote who wish their vote counted must fill out and return completed ballots, and do so in accordance with these Bylaws.

SECTION 2. The Board of Directors shall appoint an Election Committee consisting of at least three (3) Members in Good Standing, as defined in Article FIVE of the Amended Certificate of Formation (originally entitled Articles of Incorporation), one of whom shall be a Board Director whose term is not expiring. The Election Committee is appointed once the date of the Annual Membership Meeting is set by the Board of Directors.

It shall be the duty of the Election Committee to:

- a) Verify that the signers on the Candidate's Petition For Support are Members in Good Standing, as defined in Article FIVE of the Amended Certificate of Formation (originally entitled Articles of Incorporation). If the Petition For Support is found to have less than the required ten (10) eligible Member signatures, the Candidate will be notified within (10) days.
- b) Confirm there are more than three (3) eligible candidates running for place vacancies. If not, there is no election required.
- c) Ensure the ballot lists the Candidates' names by random drawing.
- d) Verify that all Members in Good Standing have been mailed the appropriate ballot packet no less than twenty (20) days before the stated election deadline.

SECTION 3. All Members in Good Standing, as defined in Article FIVE of the Amended Certificate of Formation (originally entitled Articles of Incorporation), shall be eligible to have their names placed on the ballot for the election to the Board of Directors upon presentation of the following to the Election Committee:

- a) A petition to be placed on the ballot signed by no less than ten (10) individual Members in Good Standing, as defined in Article FIVE of the Amended Certificate of Formation (originally entitled Articles of Incorporation).
- b) A biography consisting of no more than 250 words. This biography will be included in the ballot packet.
- c) The Petition For Support and biography must be received at the Association's official address by the stated candidacy deadline.
- d) Beginning with the 2006 Board of Directors each Director's position shall be named "Place" and identified with a number one through six. A Director Place number shall be determined by the total number of votes received by each Director in the 2006 Board of Directors elections. The Director who received the most votes is Place 1; the second most votes received is Place 2; the third most votes received is Place 3.
- e) Three Director Places become vacant each year beginning with the Board election in 2007. The election process to attain electing three Director Places each year is:
 - 1) Places 4, 5, and 6 will become vacant in 2007 and subsequent odd numbered years.
 - 2) Places 1, 2, and 3 will become vacant in 2008 and subsequent even numbered years.
 - 3) Election of a Director for a Place is the candidate receiving the most votes and placement shall be in descending order of votes received.

SECTION 4. The Board of Directors shall, on or before December 30th of each fiscal year and before the mailing of election ballots, select an Election Judge to receive and count the ballots for the election of the Board of Directors for that year. The Election Judge may be any Certified Public Accountant or Attorney licensed to practice in the State of Texas, or a Notary Public whose commission does not expire prior to the election. The sole restriction placed on the selection is that the individual or firm selected may not have a professional or personal relationship with any member up for (re)election. However, an election is not needed if there is the same number of places available as there are candidates running for place vacancies.

SECTION 5. All elections of the Board of Directors shall be made on written ballots which shall:

- a) Describe the Place vacancies in numerical order to be filled;
- b) Set forth by random drawing the names of those candidates nominated;

c) Deleted.

SECTION 5.1. The ballot package shall be prepared by the Association and mailed via the United States Postal Service to all Members in Good Standing, as defined in Article FIVE of the Amended Certificate of Formation (originally entitled Articles of Incorporation), and shall include the following:

- a) Biography provided by the candidates,
- b) Notice and proposed agenda of the Annual Membership Meeting as set by the Board of Directors,
- c) A plain pre-addressed envelope clearly marked "BALLOT",
- d) Voting instructions, including the last date the ballot may be postmarked,
- e) Election ballot to include:
 - i) Lines for the printed name and signature of the Member,
 - ii) A label with the Member's number of lots, which is the number of votes that the member may cast for each vacant place vacancy.
- f) Deleted.

SECTION 5.2. To vote Members must place their completed ballot in the pre-addressed envelope marked "BALLOT", provide the printed and signature name of the Member. In order to be counted the ballot must be postmarked or hand delivered and date stamped no later than the date provided in the ballot package chosen by the Board of Directors each year.

SECTION 6. The Secretary of the Board of Directors or the Association Manager shall prepare a list of all Members in Good Standing, as defined in Article FIVE of the Amended Certificate of Formation (originally entitled Articles of Incorporation), to vote in the election for the Board of Directors and mail or hand deliver one (1) copy of it to the Election Judge on or before the last date to receive ballots from voting Members.

SECTION 7. The Election Judge shall:

- a) Store the ballots unopened, until the eligible voter list is received from the Secretary of the Board of Directors or the Association Manager; treating the unopened ballots as confidential communications.
- b) Set aside unopened and determined ineligible, any ballots postmarked or hand delivered and date stamped after the last date, chosen by the Board of Directors, as provided in the ballot package.
- c) Compare the voter labels on the remaining ballot envelopes to the list of Members in Good Standing, and set aside unopened and determined ineligible:
 - 1) Envelopes without the member's label
 - Envelopes with names not on the list of Members in Good Standing from the Secretary of the Board of Directors or the Association Manager
 - 3) Envelopes without the member's signature or printed name or both
- d) Open the remaining ballots and verify the ballot votes are no more than the number of votes eligible to be cast as shown on the Member's label. If the ballot shows more votes than the label, write on the ballot the number of votes eligible, mark it as void and initial it.
- e) Tally all eligible votes.
- f) Complete the report provided by the Secretary of the Board of Directors or the Association Manager. The report shall include:
 - Total number of eligible voters and votes as reported by the Secretary of the Board of Directors or Association Manager;

- 2) Total number of ballots received;
- 3) Number of ballots disqualified, and the reason(s);
- 4) The number of eligible votes cast for each Director Candidate in descending order;
- 5) A statement certifying the results of the election. In case of a tie, see Article VIII Section 8 of these Bylaws;
- 6) Place the report in a sealed envelope and personally deliver to the Election Committee Chairperson or their designee at the Annual Membership Meeting. The results shall not be disclosed until the agenda item for election results is called at the meeting.
- g) Store all the ballots in a secure manner for a period of sixty (60) days, after which they shall be destroyed, unless a protest is filed with the Secretary of the Board of Directors or the Association Manager.
- Certify in writing to the Association that all the ballots were destroyed in a manner to protect confidentiality of the ballots.

SECTION 8. An election tie shall be broken by a simple majority vote of eligible voting Members present at the Annual Membership Meeting. The vote shall be by written ballot. The candidate receiving the most votes is the Director for that Place.

SECTION 9. The Board of Directors shall use the procedure as defined by the Texas Election Code if a challenge is made to the voting process or results of an election.

ARTICLE IX POWERS AND DUTIES OF THE BOARD OF DIRECTORS

SECTION 1. The Board of Directors shall have the power to:

- (a) Call special meetings of the Members whenever it deems necessary, and it shall call a meeting at any time upon written request of members eligible to vote that comprise five percent (5%) or more of the total Members in Good Standing as defined in Article FIVE of the Amended Certificate of Formation (originally entitled Articles of Incorporation) and Article IV of these Bylaws.
- (b) Appoint and/or remove for cause all Directors, committee members, agents, and employees of the Association, prescribe their duties, fix their compensation and require of them security or fidelity bond as it may deem expedient. Directors of the Association, including those of the Association's Committees and members of their immediate families shall not be employed by the Association in any capacity whatsoever. Nothing in these Bylaws shall be construed to prohibit the employment of any other member of the Association.
- (c) Establish an assessment and its' collection as is necessary to maintain the powers, duties, and authority of the Association.
- (d) Exercise for the Association all powers, duties, and authority vested in or delegated to this Association except those reserved to the Annual Membership Meeting or to the Members.
- (e) In the event any Director of the Board of this Association shall be absent from three (3) consecutive regular meetings of the Board of Directors, the Directors may by action taken at the meeting in which such third (3rd) absence occurs declare the office of said absent Director to be vacant.
- (f) Review for approval or direct the development, rules and regulations of Committees of the Association.
- (g) Appoint or remove members of Committees, set terms and term limits.

SECTION 2. It shall be the duty of the Board of Directors to:

- a) Keep complete records of all its acts and corporate affairs and to present a statement thereof to the members at the Annual Membership Meeting or at any special meeting.
- b) Supervise all Directors, committee members, agents and employees of this Association, assuring that their duties are properly performed.
- c) Prepare a roster of the Properties and outstanding charges and/or assessments applicable there to which shall be kept in the offices of the Association and shall be open to inspection by any Member in Good Standing, as defined in Article FIVE of the Amended Certificate of Formation.
 - 1. Deleted.
 - 2. Deleted.
- d) Issue or cause an appropriate Director and/or employee to issue, upon demand by any person, documentation setting forth whether any charge and/or assessment has been paid. Such documentation shall be conclusive evidence of any charge and/or assessment therein stated to have been paid.
- e) Send written notice of each assessment to every owner subject thereto.

SECTION 3. The Board of Directors shall ensure that proper books of account are kept for the Association, and shall ensure that they are reviewed professionally (by a non-property owner) and a statement shall be presented to the Membership at the Annual Membership Meeting or at any special meeting.

SECTION 4. The Board of Directors shall prepare and adopt before the beginning of a fiscal year, a budget for the upcoming fiscal year and present it to the Membership at the Annual Membership Meeting.

ARTICLE X DIRECTORS' MEETINGS

SECTION 1. A regular meeting of the Board of Directors shall be held on the third (3rd) Tuesday of each month at 7:00 P.M. at the principal office of the Association as set forth in Article II of these Bylaws. The Board of Directors may, by resolution, change the day, hour and place of holding such regular meeting.

SECTION 2. Deleted.

SECTION 3. Special meetings of the Board of Directors shall be held when called by any two (2) Directors, and coordinated with the remaining Directors or if a request by five percent (5%) or more of the total Members in Good Standing, as defined in Article FIVE of the Amended Certificate of Formation (originally entitled Articles of Incorporation) and Article IV of these Bylaws, is submitted in writing, as required. Action taken at said meeting shall be immediately effective, provided Section 4 herein below is complied with within ten (10) days of said meeting.

SECTION 4. The transaction of any business at any meeting of the Board of Directors however called or whenever held, shall be as valid as though made at a meeting duly held after regular call.

- a) In the event of a special meeting, every Director not present signs a written Waiver of Notice and Consent to the holding of such meeting and actions taken therein, and
- b) Such Waiver is filed with the corporate records and made a part of the minutes of the meeting.

SECTION 5. The majority of the Board of Directors shall constitute a quorum thereof.

ARTICLE XI OFFICERS

SECTION 1. The officers shall be a President, Vice President, Secretary, Treasurer and two (2) Members at large.

- a) The President and Vice President shall be members of the Board of Directors.
- b) The Board may, at its sole discretion, elect not to appoint officers and to function by virtue of unanimous consent of Directors.
- c) The Board of Directors may appoint Members to the position of Secretary and Treasurer of the Association. An appointed Member is an ex officio Member of the Board of Directors.
- SECTION 2. The officers shall be chosen by majority vote of the Board of Directors.
- SECTION 3. All officers shall be elected for one (1) year.
- SECTION 4. The President shall preside at all meetings of the Board of Directors, see that orders and resolutions of the Board of Directors are carried out, and signs all notes, mortgages, deeds and other written instruments as directed by the Board of Directors.
- SECTION 5. The Vice President shall perform all the duties of the President in his/her absence.
- SECTION 6. The Secretary of the Association shall serve as Secretary of the Board of Directors and shall have the following duties:
 - a) Confirm that the minutes of all proceedings are kept in a book and/or electronically for that purpose.
 - b) Confirm the records of the Association are maintained.
 - c) Confirm that records of all Members of the Association, together with their addresses, are kept.

SECTION 7. The Treasurer or an Association employee shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by a resolution of the Board of Directors. However, a resolution of the Board of Directors shall not be necessary for the disbursements made in the ordinary course of business conducted within the limits of the budget adopted by the Board of Directors.

ARTICLE XII

SPECIAL & ANNUAL MEETINGS OF MEMBERS

SECTION 1. The regular Annual Membership Meeting shall be determined prior to January 1st of each year. The Annual Membership Meeting shall be held no later than February 15 of each year. The date and time shall be as determined by the Board of Directors.

SECTION 2. Special meetings for any purpose may be called as stated in Article X, Section 3 of these Bylaws.

SECTION 3. Notice of meetings of the full membership shall be given to all Members in Good Standing, as defined in Article FIVE of the Amended Certificate of Formation (originally entitled Articles of

Incorporation), by the Association by sending a notice, to the addresses appearing in the records of the Association. Members shall register their addresses with the Association, and notice of the meetings shall be sent to them at such addresses. Notice of a membership meeting shall be sent not less than twenty (20) nor more than fifty (50) days in advance of the meeting and shall be accompanied by a proposed agenda for the meeting.

SECTION 4. Members may request to receive notices and agendas of membership meetings at their electronic mail addresses. The Board of Directors sets the process to electronically receive notices and agendas and to register the address with the Association. The mailing of notices and agendas to members occurs when an electronic address is not used.

SECTION 5. At any membership meeting those Members present shall constitute a quorum for the transaction of business.

SECTION 6. The Secretary of the Association shall confirm a list is kept of all eligible Members in Good Standing, as defined in Article FIVE of the Amended Certificate of Formation (originally entitled Articles of Incorporation) and the number of votes each is eligible to vote.

ARTICLE XIII
Deleted

ARTICLE XIV BOOKS AND PAPERS

SECTION 1. The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member in Good Standing, as defined in Article FIVE of the Amended Certificate of Formation (originally entitled Articles of Incorporation).

ARTICLE XV CORPORATE SEAL

SECTION 1. The Association shall have a seal in circular form having within its circumference the words, Tahitian Village Property Owners' Association, Inc., a Texas non-profit corporation incorporated 1972.

ARTICLE XVI AMENDMENTS

SECTION 1. These Bylaws may be amended by a majority of votes cast by Members present in person at the Annual Membership Meeting or any special meeting.

SECTION 2. Notice of a proposal to amend these Bylaws and a copy of the proposed amendment(s) accompanies the notice of the meeting as required by Article XII, Section 3, of these Bylaws.

ARTICLE XVII PARLIMENTARY AUTHORITY

SECTION 1. The rules contained in the current *Robert's Rules of Order Newly Revised* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.

"RESOLUTION"

certify that the foregoing Sixth	n Amendment to the Bylaws sociation at a meeting of the	y Owners' Association, Inc., do hereby s are correct and that the same have e Membership of this Association held ay of,
Janet Schwindt Donald Fannin	Lois Hornbuckle Darrell Wood Jr.	Erika McDonald Melvin Hamner
PO Box 636 Bastrop, TX 78602		
serving as such shall be requir	ed and shall be sufficient to	majority of the Directors currently authorize any acting on behalf of the se on every matter presented to the
IN WITNESS WHEREOF, we ha	ve hereunto set our hands t	his day of,
Janet Schwindt		5 Hornbuckle
Erika McDonald		oriel 6
Daniel Wood Jr.		win Hammer
THE STATE OF TEXAS: COUNTY OF BASTROP:	. · ·	
Before me, the undersigned N LOIS HOLD buckle Association, Inc., and under or documents as an incorporator	, Director of the Tahiti ath, acknowledged to me th	an Village Property Owners' at they executed the foregoing
SWORN TO AND SUBSCRIBED	TAN PUBLIC A	f February, 2016. athura Jufen Public in and for Bastrop County, Texas

COUNTY OF BASTROP:		
Before me, the undersigned Notary Public, on this day personally appeared MOVIN Hamner, Director of the Tahitian Village Property Owners' Association, Inc., and under oath, acknowledged to me that they executed the foregoing documents as an incorporator and that the statements therein confirmed are true.		
SWORN TO AND SUBSCRIBED before me this, 4th day of February 3014. Notary Public in and for Bastrop County, Texas		
COUNTY OF BASTROP:		
Before me, the undersigned Notary Public, on this day personally appeared On Control Director of the Tahitian Village Property Owners' Association, Inc., and under oath, acknowledged to me that they executed the foregoing documents as an incorporator and that the statements therein confirmed are true. SWORN TO AND SUBSCRIBED before the table of table of the table of		
Before me, the undersigned Notary Public, on this day personally appeared		
Tank Schwing Director of the Tahitian Village Property Owners'		
Association, Inc., and under oath, acknowledged to me that they executed the foregoing		
documents as an incorporator and that the statements therein confirmed are true.		
SWORN TO AND SUBSCRIBED before the thirty day of February Dolly. Notary Public in and for Bastrop County, Texas		
EXPIRES D		

THE STATE OF TEXAS:

THE STATE OF TEXAS:
COUNTY OF BASTROP:
Before me, the undersigned Notary Public, on this day personally appeared Darrel Wood To Director of the Tahitian Village Property Owners' Association, Inc., and under oath, acknowledged to me that they executed the foregoing documents as an incorporator and that the statements therein confirmed are true. SWORN TO AND SUBSCRIBED before methis OTHER DIRECTOR DIVIDING TO BASTRONG COUNTY, Texas
THE STATE OF TEXAS: COUNTY OF BASTROP:
Before me, the undersigned Notary Public, on this day personally appeared Donald Ray Fannia, Director of the Tahitian Village Property Owners' Association, Inc., and under oath, acknowledged to me that they executed the foregoing documents as an incorporator and that the statements therein confirmed are true.
SWORN TO AND SUBSCRIBED before, me this 15 day of February 2016. Notary Public in and for Bastrop County, Texas

FILED AND RECORDED
OFFICIAL PUBLIC RECORDS

Rose Rietora

February 19, 2016 03:16:53 PM
DOCKJ FEE: \$70.00
ROSE PIETSCH, County Clerk
Bastrop, Texas
201601931

BYLAWS