

**TAHITIAN VILLAGE
PROPERTY OWNERS' ASSOCIATION, INC.
BYLAWS**

**ARTICLE I
DEFINITIONS**

SECTION 1. "Association" shall mean and refer to the Tahitian Village Property Owners' 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 IV of the Articles of Incorporation of Tahitian Village Property Owners' Association, Inc., and such additions thereto as may hereafter be brought within the jurisdiction of the Association as in said article provided.

SECTION 3. "TVPOA Land" shall mean and refer to such part of the property as herein described as may at any time hereafter be owned by the Association for so long as the Association (or any successor corporation) may be the owner thereof.

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. "Member in Good Standing" shall mean and refer to any member of the Association, as defined in Article Five, Section 1 of the 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 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 solely controlled by Article IV of these Bylaws.

**ARTICLE II
LOCATION**

SECTION 1. The principal office of the Association shall be located at 106 Conference Dr., Suite 28, Bastrop, TX 78602 until changed by the Board of Directors. The principal mailing address of the Association shall be P0 Box 636, Bastrop, Texas, 78602, until changed by the Board of Directors.

**ARTICLE III
MEMBERSHIP**

SECTION 1. The membership shall be as set forth in Article Five of the Articles of Incorporation.

**ARTICLE IV
VOTING RIGHTS**

SECTION 1. The Voting Rights are those as set forth in Article Five, Section 2 of the Articles of Incorporation of this Association, except as noted in Section 2 of this Article.

SECTION 2. No member shall be entitled to vote on any matter before the Association unless current in payment of charges levied by the Association up to and including 1998.

ARTICLE V

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**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 its Articles of Incorporation.

**ARTICLE VII
BOARD OF DIRECTORS**

SECTION 1. The Association shall be governed by a Board of Directors (hereinafter called "the Board") as provided in Article VII of the Articles of Incorporation of the Association.

SECTION 2. 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. Any such appointed Director shall hold office until the next annual Board of Directors election, at which time the members shall elect a replacement to serve the remainder of the unexpired term.

SECTION 3. Eligibility to be elected to, or to continue to serve on, the Board of Directors shall be restricted to members of the Association in good standing as defined in Article I Section 5 of these Bylaws.

SECTION 4. Any Director may be removed from office as provided in Article IX Section 1(f), or by a majority of votes cast by members present in person at:

- 1) The Annual Meeting of the Association or
- 2) Any Special Meeting

provided notice is given as required by Article XII Section 3 of the proposed removal vote.

ARTICLE VIII

ELECTION OF DIRECTORS:

ELECTION COMMITTEE

SECTION 1. The election of the Board of Directors shall be by written ballot as hereinafter provided in Section 5 of this Article. For each vacancy on the Board of Directors, the members eligible to vote as defined in Article IV Section 2 of these Bylaws, may cast as many votes as they are entitled to exercise under the provisions of the Articles of Incorporation of the Association. Any tie shall be broken by majority vote of the Election Committee. 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 individual ballots.

SECTION 2. The Board of Directors shall appoint an Election Committee consisting of at least three (3) Members in Good Standing, one of whom shall be the Board Member whose term is expiring.

SECTION 3. All members of the Association in good standing shall be eligible to have their names placed on the ballot for the election to the Board of Directors upon presentation to the Election Committee of the following:

- 1) A petition to be placed on the ballot signed by no less than ten (10) eligible voters (as distinguished from persons eligible to vote ten votes) (Mandatory)
- 2) A resume. (Optional)

It shall be the duty of the Election Committee to verify that the signers of each petition are eligible voters, and notify the candidate within ten (10) days if the petition is found to have less than the required ten eligible voter signatures. If there are no applications, it shall be the duty of the Election Committee to select two or more eligible candidates for each position available. Candidate position on the ballot shall be determined by random drawing.

SECTION 4. The Board of Directors shall, on or before the 15th day of January of each year, 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 before the end of the current calendar year. The sole restriction placed on the selection is that the individual or firm selected may not be or have as a member of their staff, any member or employee of the Association

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

- (a) describe the vacancies to be filled;
- (b) set forth the names of those nominated; and
- (c) contain a space for a write-in vote by the members for each vacancy.

The ballot package shall be prepared and mailed by the Association to all members by the 15th day of January, and shall include the following:

- (a) resumes provided by the candidates (if any),
- (b) notice of the annual meeting,
- (c) a plain envelope clearly marked "BALLOT",
- (d) voting instructions.

To vote, members shall place their completed ballot in the pre addressed envelope marked 'BALLOT' and mail it. In order to be counted the ballot must be postmarked no later than February 20.

SECTION 6. The Secretary of the Association shall prepare a list of all members eligible to vote in the election for the Board of Directors and mail one copy of it to the Election Judge on or before the 20th day of February.

SECTION 7. The Election Judge shall:

- a) Store the ballots unopened until the eligible voter list is received from the Association Secretary, treating them as confidential communications.

- b) Set aside unopened any ballots postmarked after the 20th of February.
- c) Compare the voter labels on the remaining ballot envelopes to the eligible voter list, and set aside unopened any whose label is missing and those whose name is not on the list.
- d) Open the remaining ballots and verify the ballot votes are no more than the number of votes eligible to cast shown on the label. If the ballot shows more votes than the label, write on the ballot the number of votes eligible to be cast and initial it.
- e) Tally all votes, including those from d) above, which shall be limited to no more than the number of eligible votes noted thereon, beginning at the top of the ballot and working towards the bottom and ceasing when the maximum number of eligible votes is reached, issue by issue.
- f) Prepare a report which shall include:
 - 1) Total number of eligible voters and votes as reported by the Association Secretary;
 - 2) Total number of ballots received;
 - 3) Number of ballots disqualified, and the reason;
 - 4) The results of the election; and
 - 5) A statement certifying the results of the election.

This report shall be placed in a sealed envelope and personally delivered to the Association at the annual meeting the third (3rd) Saturday of March. The result shall not be disclosed to anyone until that time.

- 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 beating the signatures of members eligible to vote at least five percent (5%) of the total votes eligible to be cast has been received by the Secretary of the Association.

SECTION 8. The vacancies on the Board shall be filled in descending length of term order by the persons receiving the greatest number of votes. Any ties shall be broken by majority vote of the Election Committee.

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 fifteen percent (15%) or more of the total eligible votes as defined in Article Five Section 2 of the Articles of Incorporation and Article IV of these Bylaws.
- (b) Appoint and remove for cause all officers and 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. Officers and Directors of the Association and members of their immediate families shall not be employed by the Association in any capacity whatsoever, whether or not compensated. Nothing in these Bylaws shall be construed to prohibit the employment of any other member of the Association.
- (c) Establish, levy and assess and collect charges referred to in The Covenants covering The Properties.
- (d) Exercise for the Association all powers, duties, and authority vested in or delegated to this Association except those reserved to the annual meeting or to the members.
- (e) In the event any member of the Board of this Association shall be absent from three (3) consecutive regular meetings of the Board, the Board may by action taken at the meeting in which such third (3rd) absence occurs declare the office of said absent Director to be vacant.

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

- (a) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members or at any special meeting when such presentation is required in writing by members eligible to vote five percent (5%) or more of the total eligible votes.
- (b) Supervise all officers, agents and employees of this Association, assuring that their duties are properly performed.
- (c) As more fully provided in the appropriate Covenants applicable to The Properties, to:
 - (1) Prepare a roster of The Properties and outstanding charges applicable thereto which shall be kept in the offices of the Association and shall be open to inspection by any member in good standing
 - (2) Send written notice of each assessment to every owner subject thereto.
- (d) Issue or cause an appropriate Officer to issue, upon demand by any person, a certificate setting forth whether any annual charge has been paid. Such certificate shall be conclusive evidence of any charge therein

stated to have been paid.

SECTION 3. The Board shall ensure that proper books of account are kept for the Association, and each year engage a Certified Public Accountant to perform an audit of the books, prepare financial statements, and present them to the membership at the annual meeting.

SECTION 4. The Board shall prepare an annual budget and present it to the membership at the annual meeting.

ARTICLE X

DIRECTOR'S MEETINGS

SECTION 1. A regular meeting of the Board 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 may, by resolution, change the day, hour and place of holding such regular meeting.

SECTION 2. Deleted.

SECTION 3. Special meetings of the Board shall be held when called by any two (2) Directors, and coordinated with the remaining directors. 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, 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 shall constitute a quorum thereof.

ARTICLE XI

OFFICERS

SECTION 1. The officers shall be a President, Vice President, Secretary, one or more Assistant Secretaries and a Treasurer. The President and Vice President shall be members of the Board of Directors. The Board may, in its sole discretion, elect not to appoint officers and to function by virtue of unanimous consent of the Directors.

SECTION 2. The officers shall be chosen by a majority vote of the Directors.

SECTION 3. All officers shall be elected for a term of one (1) year.

SECTION 4. The President shall preside at all meetings of the Board, see that orders and resolutions of the Board are carried out, and sign all notes, mortgages, deeds and other written instruments as directed by the Board.

SECTION 5. The Vice President shall perform all the duties of the President in his absence.

SECTION 6. The Secretary of the Association shall serve as Secretary of the Board (ex officio if not a Director) and shall have the following duties:

a) Keep the minutes of all proceedings in a book to be kept for that purpose.

b) Keep the records of the Association.

c) Record in a book kept for that purpose the names of all the members of the Association together with their addresses as registered by such members.

SECTION 7. The Treasurer 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. However, a resolution of the Board 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.

ARTICLE XII

MEETINGS OF MEMBERS

SECTION 1. The regular annual meeting of the membership shall be held on the third (3rd) Saturday of the month of March in each year at 2:00 P.M. at the address specified in the notice of the meeting which shall be mailed to the members in good standing along with their ballots for the Board of Directors election by the 5th day of January. The proposed agenda for the Annual Meeting of the Association shall be mailed to all members in good standing not later than the 1st day of March.

SECTION 2. Special meetings of the members for any purpose may be called by the President, the Vice President, or upon written request of members who are eligible to vote fifteen percent (15%) of all of the eligible votes of the entire membership.

SECTION 3. Notice of meetings of the full membership shall be given to all members in good standing by the

Association by sending a notice through the mail, to the addresses appearing on the books of the Association. The notice of the annual meeting shall accompany the ballot for the annual Board of Directors election to be mailed by January 15th. Members shall register their addresses with the Association, and notice of the meetings shall be mailed to them at such addresses. Notice of any special meeting requested by members shall be mailed not less than ten (10) nor more than fifty (50) days in advance of the meeting and shall be accompanied by a proposed agenda for the meeting.

SECTION 4. At any membership meeting those members presence shall constitute a quorum for the transaction of business.

SECTION 5. The Secretary of the Association shall have a list of all eligible voters, and the number of votes each is eligible to vote.

ARTICLE XIII

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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 in inspection by any Member in Good Standing.

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 maybe amended by a majority of votes cast by members present in person at:

- 1) The Annual Meeting of the Association or
- 2) Any Special Meeting

but only if notice of proposal to amend these Bylaws and a copy of the proposed amendment(s) accompanies the notice of the meeting required in Article XII, Section 3, of these Bylaws.