



FIFTH 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 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 FOUR 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 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. "Member in Good Standing" shall mean and refer to any member of the Association, as defined in Article FIVE, 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.

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. The Board of Directors assigns the number to a Place and the election year for the Place.

SECTION 9. "Voting Directions" shall inform voters to cast their ballots 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 ballot shall result in a voter owner multiple lots cast a vote for each lot owned.

ARTICLE II
LOCATION

SECTION 1. The principal office of the Association shall be located at 106 Conference Dr., Bastrop, TX 78602 until changed by the Board of Directors. The principal mailing address of the Association shall be PO 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. Member in Good Standing 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 Articles of Incorporation and as ownership shows in the records of the Association.

SECTION 2.

A Member in Good Standing may vote for each Director Place vacancy when the Association records show the member owns a lot by January 1 preceding the annual membership meeting. Excluded from voting for a Director Place vacancy is any public entity or any corporate entity acting as a fiduciary.

SECTION 3. A Member in Good Standing may vote for each proposition of Association business that comes before a special membership meeting and Association records show the member owns a lot ninety days 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 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 SEVEN of the Articles of Incorporation of the Association.

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

A member begins the elected position of Director upon adjournment of the annual membership meeting. 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), and notice by United States Postal Service is not required. Members are provided at least 14 days to file with the Board a resume and a petition 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. Eligibility to be elected to, appointed 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 5. A Director either elected or appointed may serve with consecutive numbers of terms limited to three.

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

- 1) Article IX Section 1 subsection 5, or
- 2) By a majority of votes cast for removal by members present in person at The Annual Membership Meeting or any Special Membership Meeting, and notice of a proposal to remove a Director is included with the notice 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, an 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 individual ballots, and do so in accordance with these By-Laws.

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 a Board Member whose term is not expiring. The Election Committee is appointed when the date of an annual membership meeting is set by the Board. It shall be the duty of the Election Committee to:

- a) Verify that the signers of each member's 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 vote signatures,
- b) Select three or more eligible candidates to be placed on the ballot,
- c) Ensure the ballot lists the candidates' names by random drawing,
- d) Verify that all eligible voters have been mailed the appropriate ballot packet within 20 days before completed ballots are due to the Association,

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:

- a) 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)
- b) A resume submitted, although optional, is preferred for the voting membership
- c) The petition must be received by the Association's official address by the date set by the Board of Directors.
- (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 assignment of Places for Directors proceeds as above with Place 6 having been the Director receiving the least votes in that election.

(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 the 30th day 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 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 Associations. However, an election is not needed if there is the same number of places available as there are candidates running for the TVPOA board.

SECTION 5. All elections of the Board 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

The ballot package shall be prepared and mailed by the Association to all eligible voters, and shall include the following:

- a) Resumes provided by the candidates (if any),
- b) Notice and agenda of the annual membership meeting as set by the Board of Directors,
- c) A plain pre-addressed envelope clearly marked "BALLOT", and lines for the printing and the signature of the voter
- d) Voting instructions, including the last date the ballot may be postmarked
- e) Election ballot
- f) On the ballot package received, a label with the member's number of lots, which is the number of votes that the member may cast for each vacant Director Place

To vote, members shall place their completed ballot in the pre-addressed envelope marked "BALLOT", provide the printed and signature name of the member and mail it. In order to be counted the ballot must be postmarked no later than the date provided in the ballot package chosen by the Board of Directors each year.

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 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 Association Secretary, treating them as confidential communications.

- b) Set aside unopened any ballots postmarked after the last date to receive ballots from voting members.
- c) Compare the voter labels on the remaining ballot envelopes to the eligible voter list, and set aside unopened:
 - 1) Envelopes without the member's label
 - 2) Envelopes with names not on the list from the Secretary
 - 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 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 number of votes accepted for each Director Candidate
 - 5) A statement certifying the results of the election, to include naming as Directors for each Place the candidates with the most number of votes, except that a Director will not be named when at least two candidates have the same amount of votes for a Place.
 - 6) Place the report in a sealed envelope and personally deliver to the Association President 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 bearing 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.
- h) 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 majority vote of Members eligible to vote at the annual membership meeting. 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 five per cent (5%) or more of the total eligible votes as defined in Article FIVE 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, including those of the Association's Committees, 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, including those of the Association's Committees 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 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 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.

(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 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 shall ensure that they are reviewed professionally (by a non-property owner) and a report shall be presented to the membership at the annual meeting.'

SECTION 4. The Board 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 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.

- a) The President and Vice President shall be members of the Board of Directors.
- b) The Board may, in its sole discretion, elect not to appoint officers and to function by virtue of unanimous consent of the Directors.
- c) The Board may appoint members to the position of Secretary and Treasurer of the Association. An appointed member is an ex officio member of the Board.

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 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 membership meeting shall be determined prior to January 1st of each year and shall be held within the first 45 days of each year the date and time as determined by the Board of Directors.

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 five per cent (5%) 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, to the addresses appearing on the books 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 address. Unless the use of an electronic mail address is revoked by the member or the Board, the mailing of the information to the member ceases. 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 presence shall constitute a quorum for the transaction of business.

SECTION 6. 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

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.

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 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 By-Laws and any special rules of order the Association may adopt.

"RESOLUTION"

WE, the undersigned Directors of Tahitian Village Property Owner's Association, Inc., do hereby certify that the foregoing Fifth Amendment to the Bylaws are correct and that the same have been duly adopted by said Association at a meeting of the Membership of this Association held in Bastrop County, Texas at 4:00 p.m. on the 3rd day of March 2012.

**David Braley
Brent Golemon**

Jan Schwindt

John Creamer

**PO Box 636
Bastrop, TX 78602**

Except as herein otherwise specified, the decision of the majority of the Directors currently serving as such shall be required and shall be sufficient to authorize any acting on behalf of the corporation. Each director shall be entitled to one (1) vote on every matter presented to the Board of Directors.

IN WITNESS WHEREOF, we have hereunto set our hands this 20th day of March, 2012.

[Redacted signature lines]

David Braley

John Creamer

Brent Golemon

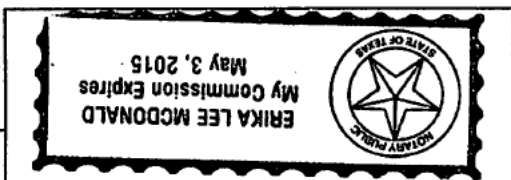
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Jan Schwindt

**THE STATE OF TEXAS:
COUNTY OF BASTROP:**

Before me, the undersigned Notary Public, on this day personally appeared David Braley, Brent Golemon, Jan Schwindt and John Creamer, Directors of the Tahitian Village Property Owners' Association, Inc., and under oath, acknowledged to me that they executed the foregoing document as an incorporator and that the statements therein confirmed are true.

SWORN TO AND SUBSCRIBED before me this 20th day of March, 2012.



[Redacted signature line]

Notary Public in and for Bastrop County, Texas

