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**LAKEWOOD AT LIVINGSTON PROPERTY OWNERS
ASSOCIATION**

ARTICLE I- Association, Name, Purposes, and Location

1. Name and Location The name of the corporation is LAKEWOOD AT LIVINGSTON PROPERTY OWNERS ASSOCIATION hereinafter referred to as the "ASSOCIATION". The principal office of the corporation shall be located at Trinity, Texas, but meetings of members and directors may be held at such places within the State of Texas, as may be designated by the Board of Directors.
2. Purpose of Association. In addition to the purposes set forth in the Articles of Incorporation and/or Certificate of Formation for the Association, the purposes for which the Association is organized, subject to any Texas law providing otherwise, are:
 - (a) To be a property owners association as defined by the Texas Property Code, and shall discharge the duties and obligations of a property owners association in interpreting and enforcing the Restrictions applicable to the Subdivision, according to the plats of said subdivision recorded in the Map Records of the County Clerk; and the entire income and principal of the endowment and assets of this corporation shall be held and distributed solely for such purposes, except for the modest amount needed for the expenses of administration of this corporation in order to effectuate the said purposes; and the making of distributions to organizations having the same purpose qualifying as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law);
 - (b) To promote the safety, welfare, and enjoyment of the residents of and owners of property within the Subdivision;
 - (c) To the extent authorized by the Restrictions, to compute, assess, collect and enforce the payment of all charges to which the property within the Subdivision is subjected or may be subjected hereby and/or under or by virtue of any reservations, restrictions and covenants applicable to the Subdivision on file in the Official Records of the County Clerk;
 - (d) To operate, maintain, supervise and protect all areas and facilities owned by, or conveyed to the corporation from time to time for the common use of its members, and to install or construct improvements upon such areas and facilities;
 - (e) To the extent authorized by the Restrictions, to approve or disapprove plans, specifications and elevations for any building, structure, or improvement and for any structural alterations or additions, or other alterations or additions affecting exterior appearance, in or to any building, fence, structure or other improvement within the Subdivision, and to establish design and construction criteria and requirements in connection therewith;
 - (f) To exercise and perform any and all other rights, powers, duties and remedies granted to or imposed upon the corporation by the Restrictions, by any easement granted to the corporation, or by any other instrument granted to or for the benefit of the corporation; and

- (g) To do or cause to be done all things and acts permitted by the laws of the State of Texas incident to, necessary, or proper to carry out the purposes for which non-profit corporations may be formed and to have all the powers enumerated in the Texas Property Code for property owners associations and in the Texas Business Organizations Code for non-profit corporations, including but not limited to for any lawful purpose or purposes not expressly prohibited under chapters 2 or 22 of the Texas Business Organizations Code, including any purpose described by section 2.002 of the Code.

ARTICLE II-Definitions

- 1) "Association" shall mean and refer to LAKEWOOD AT LIVINGSTON PROPERTY OWNERS ASSOCIATION, a property owners association and a nonprofit corporation organized under the laws of Texas, its successors and assigns.¹
- 2) "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions for LAKEWOOD AT LIVINGSTON, a subdivision in Trinity County, Texas, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.²
- 3) "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the Owners, including but not limited to the roads, street lights, parks, and entrance features of the Subdivision, and landscaped areas established by the Developer for use as Common Facilities.³
- 4) "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties except for the Common Area.⁴
- 5) "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.⁵
- 6) "Declarant" shall mean and refer to LAKEWOOD DEVELOPMENT COMPANY, its successors and assigns.⁶
- 7) "Declaration" and/or "Restrictions" shall mean and refer to the Declaration of Covenants, Conditions, and Restrictions applicable to the Properties, together with any amendments thereto, recorded in the Office of the County Clerk, Trinity County, Texas.⁷
- 8) "Dedicator Instrument" shall mean each instrument governing the establishment, maintenance, and operation of the LAKEVIEW AT LIVINGSTON PROPERTY OWNERS ASSOCIATION, and includes a declaration or similar instrument subjecting real property to restrictive covenants, certificate of formation, bylaws, or similar instruments governing the administration or operation of a property owners association, to properly adopted rules and regulations of the property owners' association, or to all lawful amendments to the covenants, bylaws, instruments, rules, or regulations, including but not limited to those identified above under "Declaration". Dedicator Instrument further shall mean the Articles of Incorporation (now known as Certificate of Formation), Bylaws, and other rules, regulations, and resolutions filed of record with the County Clerk.

- 9) "Member" shall mean and refer to those persons Owners who are members of the Association as provided for in the Restrictions and/or in these Bylaws. A husband and wife shall be considered as one and shall have one vote. In the case of a single person, he or she shall have one vote.⁸
- 10) "Commercial Unit" shall mean that property designated as such by the developer and/or developed for a commercial use, as opposed to a residential or recreational use. Such property shall be excluded from membership, voting rights, and assessment in and by the association.⁹
- 11) "Board of Directors" shall refer to the board of directors elected by the members of the Association.
- 12) "Directors" shall mean and refer to any duly elected or appointed member of the Board of Directors.
- 13) "County Clerk" shall mean the County Clerk of Trinity County, Texas.
- 14) "Electronic ballot" means a ballot: (a) given by: (1) e-mail; (2) facsimile; or (3) posting on an Internet website; (b) for which the identity of the property owner submitting the ballot can be confirmed; and (c) for which the property owner may receive a receipt of the electronic transmission and receipt of the owner's ballot. (Source: Section 209.00592 (d), Texas Property Code).
- 15) "Maintenance Charge" shall mean the periodic charge collected by the Association, (also known as maintenance fee) for each Lot in the Subdivision for the purpose of maintaining and improving the Subdivision.
- 16) "Maintenance Fund" shall mean the amounts collected from time to time by the Association, upon payment of Maintenance Charges by the Owners.
- 17) "Plats" shall mean the plat of the subdivision recorded in the County Clerk's office.
- 18) "Regular Assessment" and/or "Annual Charge" shall mean the annual amount that each owner of property within a residential subdivision is required to pay to the Association, which is designated for use by the Association for the benefit of the property owners of the Subdivision, as provided by the Restrictions, and include maintenance charges and maintenance fees.
- 19) "Subdivision" shall mean the Lakewood at Livingston Subdivision, Sections 1, 2, 3, 4, 5, 6, and 7, Trinity County, Texas, as shown on the respective Plats on file with the County Clerk's office.

ARTICLE III – Membership, Meetings, and Voting Rights

- 1) One Class of Members. The Association shall have only one class of voting members.
- 2) Membership Qualification. Every person or entity who is an Owner of a Lot shall be a Member of the Association, provided that any such person or entity who holds such interest merely as security for the performance of obligation shall not be a Member.
- 3) Membership Rights Dependent on being in Good Standing. Subject to any Texas law to the contrary, and except as concerns the right of member to vote in an association election of board members or any matter concerning the rights or responsibilities of a member, the rights of membership are subject to the payment of assessments and special assessments required by the Restrictions and/or as may be

levied by the Association. The obligation of payments thereof is imposed against each Owner and becomes a lien upon the property against which such assessments are made as provided in the Restrictions.

- 4) Suspension of Membership Rights. Except as otherwise provided by Texas law, the membership rights of any person whose interest in the Subdivision is subject to assessment under the Restrictions may be suspended by action of the Board of Directors during the period when the assessments remain unpaid; but, upon payment of such assessments, such member's rights and privileges shall be automatically restored. This suspension does not affect the right of a member to vote in an association election of board members or any matter concerning the rights or responsibilities of the member.
- 5) Voting Rights of Members. Pursuant to the provisions of Section 209.0059, Texas Property Code, a member is entitled to vote in an association election of board members or any matter concerning the rights or responsibilities of the member.
- 6) Annual Meetings. The annual meeting of the members will be held on the 2nd Saturday in October at the hour of nine o'clock A.M. Each subsequent regular annual meeting of the members shall be held on the anniversary dates.¹⁰ Failure to hold the annual meeting at the designated time shall not dissolve Association.
- 7) Failure to Hold Annual Meeting. The following Bylaw is intended to comply with Section 209.014, Texas Property Code.
 - a) In the event the Board of Directors does not call an annual meeting of the association members; an owner may demand that a meeting of the association members be called not later than the 30th day after the date of the owner's demand.
 - b) The owner's demand must be made in writing and sent by verified mail, return receipt requested, to the registered agent of the property owners' association and to the association at the address for the association according to the most recently filed management certificate. A copy of the notice must be sent to each property owner who is a member of the association.
 - c) If the board does not call a meeting of the members of the property owners' association on or before the 30th day after the date of a demand under Subsection (b), three or more owners may form an election committee. The election committee shall file written notice of the committee's formation with the county clerk of each county in which the subdivision is located.
 - d) A notice filed by an election committee must contain:
 - i) A statement that an election committee has been formed to call a meeting of owners who are members of the property owners' association for the sole purpose of electing board members;
 - ii) The name and residential address of each committee member; and the name of the subdivision over which the property owners' association has jurisdiction under a dedicatory instrument.
 - e) Each committee member must sign and acknowledge the notice before a notary or other official authorized to take acknowledgments.
 - f) The county clerk shall enter on the notice the date the notice is filed and recorded the notice the county's real property records.
 - g) Only one committee in a subdivision may operate under this section at one time. If more than one committee in a subdivision files a notice, the first committee that files a notice, after having complied with all other requirements of this section, is the committee with the power to act under this section. A committee that does not hold or conduct a successful election within four months after the date the notice is filed with the county clerk is dissolved by operation of law. An election held or conducted by a dissolved committee is ineffective for any purpose under this

section.

- h) The election committee may call meetings of the owners who are members of the property owners' association for the sole purpose of electing board members. Notice, quorum, and voting provisions contained in the bylaws of the property owners' association apply to any meeting called by the election committee. (Source: Section 209.014, Texas Property Code).
- 8) Notice of Meetings. Written notice of any meetings shall be given to the Members by the Secretary. Notice may be given to the Members either personally, or by sending a copy of the notice through the mail, postage thereon fully prepaid to his address appearing on the books of the Association. Notice of any meeting, regular or special, be mailed not less than ten (10) nor more than sixty (60) days in advance of the meeting and shall set forth in general the nature of the business to be transacted; provided, however, that if the business of any meeting shall involve any action governed by the Articles of Incorporation, notice of such meeting shall be given or sent as therein provided. Such notice shall specify the place, day, and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.¹²
- 9) Member Contact Information. Each member shall register his address with the secretary, and notices of meetings, regular or special, shall be mailed to him at such address. It is the responsibility of the Member to provide the Association with current mailing and email addresses, and the Association assumes no responsibility should any notices not be received by the Member if the Association forwards such notice to the address provided the Association by the Member.
- 10) Notice by e-mail. Any Member may request that notice be transmitted electronically by providing the Association's Secretary a valid e-mail address. Upon providing such e-mail address the Association may transmit all notices to such member at such e-mail address.
- 11) Waiver of Notice. Notice may be waived in writing signed by the person or persons entitled to such notice. Such waiver may be executed at any time before or after the holding of such meeting. Attendance at a meeting shall constitute a waiver of notice, except where the person attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.
- 12) Location of Meetings. Meetings of members shall be held at the office of the Association, if one is established in the Subdivision, or at such other place, within or without the State of Texas, as may be stated in the notice of the meeting or in a duly executed waiver of notice thereof.
- 13) Quorum. The presence at the meeting of Members entitled to cast ten (10%) of the votes entitled to be voted at such meeting, shall constitute a quorum for any action except as otherwise provided in the Article of Incorporation, the Declaration, or these By- Laws. If, however, such quorum shall not be present or represented at the meeting, the members entitled to vote shall have power to adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.¹³
- 14) Action Required. At a meeting at which a quorum is present, the vote of the majority of the members in person or represented by proxy shall decide any question brought before the meeting, unless the question is one upon which the vote of a greater number is required by law, the Articles of Incorporation, or these Bylaws. The members present or represented at a

meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

- 15) Special Meetings. Special meetings of the members may be called at any time by the President or by the Board of Directors, or upon written request of one-fourth the members who are entitled to vote.¹¹
- 16) Proxies. At all meetings of members, each member may vote in person or by proxy, if all taxes and assessments are current. All proxies must be mailed by the property owner to arrive at the Association before and not later than the day before the scheduled meeting. Proxies will not be accepted at the meeting. Only proxies mailed and received prior to the meeting day will be accepted.¹⁴ If a member elects to vote by proxy, the proxy must be executed in writing by the member or the member's attorney-in-fact, setting forth such member's designation of his attorney and proxy to act in his behalf at meeting designated therein.
- 17) Ballots. Any vote cast in an election or vote by a member of a property owners' association must be in writing and signed by the member or by the member's proxy. In an association-wide election, written and signed ballots are not required for uncontested races. (Source: Section 209.0058, Texas Property Code).
- 18) Number of Votes. Every member shall have the right to cast one (1) vote regardless of the number of lots owned. Either the husband, wife, or bona fide head of the household may cast the vote(s) to which the Member is entitled to vote. Proxy votes may be cast pursuant to the provisions concerning same delineated in these Bylaws.
- 19) Record Date. For the purpose of determining members entitled to notice or to vote at any meeting of the members or any adjournment thereof, the Record Date shall be the business date preceding the date on which notice of the meeting is mailed. (Source: Section 6.101, Texas Business Organizations Code).
- 20) Voting by in Person or by Proxy. Subject to the provisions of Section 209.00592, Texas Property Code, the voting rights of a member may be cast or given:
 - a) in person or by proxy at a meeting of the property owners' association;
 - b) by absentee ballot in accordance with these Bylaws;
 - c) by any method of representative or delegated voting provided by a dedicatory instrument. (Source: Section 209.00592 (a), Texas Property Code).
- 21) Tabulation of and Access to Ballots.
 - a) 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, as determined under Chapter 573, Government Code, may not tabulate or otherwise be given access to the ballots cast in that election or vote except as provided by this section;
 - b) A person other than a person described by Subsection (a) may tabulate votes in an association election or vote but may not disclose to any other person how an individual voted.
 - c) Notwithstanding any other provision of this chapter or any other law, a person other than a person who tabulates votes under Subsection (b), including a person described by Subsection (a), may be given access to the ballots cast in the election or vote only as part of a recount

process authorized by law. (Source: Section 209.00594, Texas Property Code).

22) Notice of Election of Association Vote.

- a) Not later than the 10th day or earlier than the 60th day before the date of an election or vote, a property owners' association shall give written notice of the election or vote to:
 - i) each owner of property in the property owners' association, for purposes of an association-wide election or vote; or
 - ii) each owner of property in the property owners' association entitled under the dedicatory instruments to vote in a particular representative election, for purposes of a vote in a particular representative election, for purposes of a vote that involves election of representatives of the association who are vested under the dedicatory instruments of the property owners' association with the authority to elect or appoint board members of the property owners' association. (Source: Section 209.0056, Texas Property Code).

23) Recount of Votes.

- a) Any owner may, not later than the 15th day after the date of the meeting at which the election was held, require a recount of the votes. A demand for a recount must be submitted in writing either:
 - i) by verified mail, return receipt requested, or by delivery by the United States Postal Service with signature confirmation to the property owners' association's mailing address as reflected on the latest management certificate filed under Section 209.004, Texas Property Code; or
 - ii) in person to the property owners' association's managing agent as reflected on the latest management certificate filed under Section 209.0041, Texas Property Code, or to the address to which absentee and proxy ballots are mailed.
- b) The property owners' association shall, at the expense of the owner requesting the recount, retain for the purpose of performing the recount, the services of a person qualified to tabulate votes under this Subsection. The association shall enter into a contract for the services of a person who:
 - i) is not a member of the association or related to a member of the association board within the third degree by consanguinity or affinity, as determined under Chapter 573, Government Code; and is a former or current:
 - (1) county judge
 - (2) county election official
 - (3) justice of the peace
 - (4) county voter registrar
 - ii) a person agreed on by the association and the person requesting the recount
- c) Any recount under this Bylaw must be performed on or before the 30th day after the date of receipt of a request and payment for a recount in accordance with this Bylaw. If the recount changes the results of the election, the property owners' association shall reimburse the requesting owner for the cost of the recount. The property owners' association shall provide the results of the recount to each owner who requested the recount. Any action taken by the board in the period between the initial election vote tally and the completion of the recount is not affected by any recount. (Source: Section 209.0057, Texas Property Code)

ARTICLE IV - Notices

- 1) Type of Notice. Whenever under the provisions of the statute, the Articles of incorporation, these Bylaws or the Restrictions, notice is required to be given to any Directors or Member and no

provision is made as to how such notice shall be given, it shall not be construed to mean personal notice, but any such notice may be given in writing, electronic message (i.e. e-mail), by mail, postage prepaid, addressed to such Directors or Member at such address as appears on the records of the Association. Any notice required or permitted to be given by mail shall be deemed to be given at the time the same is deposited in the United States mail as aforesaid.

- 2) Waiver of Notice. Whenever any notice is required to be given to any Member or Directors of the Association under the provisions of any applicable statute, the Articles of Incorporation, these Bylaws of the Restrictions, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated in such notice, shall be deemed equivalent to the giving of such notice.

ARTICLE V - Board of Directors: Selection/Term of Office, and their Duties

- 1) Management of Association. The business and affairs of the Association shall be managed by its Board of Directors which may exercise all such powers of the Association and do all such lawful acts and things as are allowed by statute, the Articles of Incorporation, these Bylaws or the Restrictions directed or required to be exercised or done by the Members.
- 2) Number. The affairs of the Association shall be managed by a board of Seven (7) Directors, who shall be members of the Association.¹⁵
- 3) Term of Office. At the first annual meeting the members shall elect three directors for a term of one year and four directors for a term of two years, and at each annual meeting thereafter the members shall elect three or four directors as needed, for a term of two years.¹⁶
- 4) Removal.
 - a) Any director may be removed from the board, with cause, at any special meeting of the Members of the Association by the affirmative vote of a majority in number of votes present in person or by proxy at such meeting and entitled to vote for the election of Directors, if notice of the intention to act upon such matter shall have been given in the notice calling such meeting.¹⁷
 - b) If the Board of Directors 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 in the last 20 years, the board member is immediately ineligible to serve on the board of the Association, automatically considered removed from the board, and prohibited from future service on the board. (Source: Section 209.00591, Texas Property Code).
 - c) Any officer may resign at any time giving written notice to the Board. Such resignation shall take effect on the date of receipt of such notice or at any time specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- 5) Vacancies on Board of Directors.¹⁸
 - a) Notwithstanding any provision in a dedicatory instrument, any board member whose term has expired must be elected by owners who are members of the association.
 - b) Any Directorship to be filled by reason of any increase in the number of Directors shall be filled by election at an annual meeting of Members or at a special meeting called for that purpose.
 - c) Except as provided by subsections (a) and (b), the Board of Directors may fill any vacancy on the Board.

- d) A board member appointed to fill a vacant position shall serve the unexpired term of the predecessor board member. (Source: Section 209.00593 (a), Texas Property Code, as amended 2013).
- 6) Compensation/Reimbursement. No director shall receive any compensation for any service he may render to the Association. Except the Treasurer who receives \$100.00 per month. Any director may be reimbursed for his actual expenses incurred in the performance of his duties, approved by the Board of Directors; the Director to whom such reimbursement is to be made shall recuse himself or herself and abstaining from any vote on such reimbursement of out of pocket expenses.¹⁹
- 7) Enumeration of Officers. The officers of the Association shall be a president, and vice-president, a secretary, and a treasurer, and such other officers as the Board may from time to time by resolution create. Officers shall at all times be members of the Board of Directors.
- 8) Election of Officers. The Board of Directors, at its first meeting after each annual meeting of Members, shall choose a President, a Secretary, and a Treasurer, any one or all of whom may be members of the Board. The Board of Directors may also elect such Vice Presidents, Assistant Secretaries, and Assistant Treasures as it may determine.
- 9) 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

ARTICLE VI- Nomination and Election of Directors

- 1) Nomination. Nomination for election at the Board of Directors shall be made by the members from the floor at the annual meeting. All nominations must be accompanied by written or oral acceptance. Nominations may not be closed until either (1) no further nominations are forthcoming from the floor; or (2) a motion to close nominations has been passed by a two-thirds (2/3) vote (such a motion not being in order until a reasonable time has elapsed. However, sufficient nominations shall be made to fill the available number of vacancies. Such nominations must be made from the members only. Only one (1) family member may serve on the Board of Directors at a time. All taxes and assessments must be current to be on the Board.²⁰
- 2) Election. Election to the Board of Directors shall be a secret written ballot. At such election, the member may cast, in respect to each vacancy, one vote. The persons receiving the largest number of votes shall be elected.²¹ The Board of Directors may adopt a procedure for cases more votes than entitled, i.e. to prevent ballot box stuffing.

ARTICLE VII - Meeting of Directors

- 1) Annual Meeting of Directors. The first meeting of each newly constituted Board of Directors shall be held without further notice immediately following the annual meeting of Members of the Association, and at the same place, unless by unanimous consent of the Directors then elected and serving such time or place shall be changed. No action at such annual meeting, other than the election of officers, shall take place unless notice of such additional action is given as required by Section 209.0051, Texas Property Code.
- 2) Regular meetings. Regular meetings of the Board of Directors shall be held quarterly with notice to each board member as required by Section 7 of this Article.²²
- 3) Special Meetings. Special meetings of the Board of Directors shall be held when called by the

President of the Association, or by two directors, with as required by Section 7 of this Article.²³

- 4) 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 present at a duly held meeting at which a quorum is present shall be regarded as act of the Board.²⁴
- 5) Place of Meeting. The Directors of the Association shall hold their meetings, both regular and special, within the State of Texas. If a quorum shall not be present at any meeting of the Board of Directors, the Directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.
- 6) Manner of Acting. The act of a majority of director's present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.
- 7) Open Board Meetings.²⁵
 - a) "Board Meeting"
 - i) means a deliberation between a quorum of the voting board of the Association, or between a quorum of the voting Board of Directors and another person, during which the Association's business is considered and the Board of Directors takes formal action; and
 - ii) does not include the gathering of a quorum of the Board of Directors at a social function unrelated to the business of the Association or attendance by a quorum of the Board of Directors at a regional, state, or national convention, ceremonial event, or press conference, if formal action is not taken and any discussion of association business is incidental to the social function, convention, ceremonial event, or press conference.
 - b) Regular and special meetings of the Board of Directors must be open to owners, subject to the right of the Board of Directors to adjourn a Board of Directors 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 that are to remain confidential by request of the affected parties and agreement of the Board of Directors.
 - c) 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.
 - i) Except for a meeting held by electronic or telephonic means under Subsection (h), a Board of Directors meeting must be held in a county in which all or part of the property in the subdivision is located or in a county adjacent to that county;
 - ii) A board meeting may be held by electronic or telephonic means provided that:
 - (1) Each board member may hear and be heard by every other board member;
 - (2) except for any portion of the meeting conducted in executive session
 - (a) all owners in attendance may hear all board members; and
 - (b) owners can listen using any electronic or Telephonic communication method used or expected to be used by a board member to participate; and
 - (c) the notice of the meeting includes instructions for owners to access any communication method required to accessible under Subdivision (ii)(B).
 - d) The Board of Directors shall keep a record of each regular or special Board of Directors meeting in the form of written minutes of the meeting. The Board of Directors shall make meeting records, including approved minutes, available to a member.

- e) Members shall be given notice of the date, hour, place, and general subject of a regular or special Board of Directors meeting, including a general description of any matter to be brought up for deliberation in executive session. The notice shall be:
 - i) mailed to each property owner not later than the 10th day or earlier than the 60th day before the date of the meeting; or
 - ii) provided at least 72 hours before the start of the meeting by:
 - (1) Posting the notice in a conspicuous manner reasonably designed to provide notice to property owners' association members:
 - (a) in a place located on the association's common property or, with the property owner's consent, on other conspicuously located privately owned property within the subdivision; or
 - (b) on any Internet website maintained by the association or other Internet media; and
 - (c) sending the notice by email to each owner who has registered an email address with the association.
- f) It is an owner's duty to keep an updated e-mail address registered with the owners' association under Subsection (e) (2) (B).
- g) If the Board of Directors recesses a regular or special Board of Directors meeting to continue the following regular business day, the Board of Directors is not required to post notice of the continued meeting if the recess is taken in good faith and not to circumvent this section. If a regular or special Board of Directors meeting is continued to the following regular business day, and on that following day the Board of Directors continues the meeting to another day, the Board of Directors shall give notice of the continuation in at least one manner prescribed by Subsection (e) (2) (A) within two hours after adjourning the meeting being continued.
- h) Except as provided by this subsection, a Board of Directors may take action outside of a meeting, including voting by electronic or telephonic means, without prior notice to owners under Subsection (e), if each board member is given a reasonable opportunity to express the board member's opinion to all other board members and to vote. Any action taken without notice to owners under Subsection (e) 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 of Directors meeting. The Board of Directors may not, unless done in an open meeting for which notice was given to owners under Subsection (e), consider or vote on:
 - i) fines;
 - ii) damage assessments;
 - iii) initiation of foreclosure actions;
 - iv) initiation of enforcement actions, excluding temporary restraining orders or violations involving a threat to health or safety;
 - v) increases in assessments;
 - vi) levying of special assessments;
 - vii) appeals from a denial of architectural control approval;
 - viii) a suspension of a right of a particular owner before the owner has an opportunity to attend a Board of Directors meeting to present the owner's position, including any defense, on the issue; or
 - ix) lending or borrowing money;
 - x) the adoption or amendment of a dedicatory instrument;
 - xi) the approval of an annual budget or the approval of an amendment of an annual budget that increases the budget by more than 10 percent (10%);
 - xii) the sale or purchase of real property;
 - xiii) the filling of a vacancy on the board;
 - xiv) the construction of capital improvements other than the repairs, replacement, or enhancement of existing capital improvements;

xv) the election of an officer
 (Source: Section 209.0051, Texas Property Code, as amended September 1, 2015)

ARTICLE VIII - Powers and Duties of the Board of Directors

- 1) **Powers.** Notwithstanding anything seemingly to the contrary contained in any provision of these Bylaws, the Association shall act through its Board of Directors, which shall manage the affairs of the Association. By way of illustration, but not in limitation, the Board of Directors shall have the power, subject to any Texas law providing otherwise, to:
 - a) adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the members and their guest thereon. And to establish penalties for the infraction thereof;
 - b) suspend the voting rights and right to use the recreational facilities of a member after notice and hearing, for a period not to exceed 60 days for infraction of published rules and regulations;
 - c) exercise for the Association all powers, duties and authority to this Association and not reserved to the membership by other provision of these By-Laws, the Articles of Incorporation, or the Declaration;
 - d) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board.
 - e) employ a manager, secretary, an independent contractor, or such other employees as they deem necessary, and to prescribe and oversee their duties.²⁶
 - f) adopt and publish rules and regulations concerning architectural approval, including but not limited to solar panels, roofing, architectural control matters
- 2) **Duties.** It shall be the duty of the Board of Directors to:
 - a) exercise for the Association all powers, duties, and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws or the Articles of Incorporation
 - b) fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period; subject to the approval of the property owners at the annual meeting or a special called meeting.
 - c) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period and
 - d) foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the owner personally obligated to pay the same;
 - e) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not the assessment has been paid. A reasonable charge be made by the Board for the issuance of these certificates. If certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
 - f) procure and maintain adequate liability and hazard insurance on property owned by the Association;
 - g) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;
 - h) cause the Common Area to be maintained and to dictate that first priority of action and expenditure shall go toward the continuous and diligent upkeep and maintenance of all internal esplanades. Such upkeep and maintenance shall include mowing, trimming, watering, and necessary trash pick-up.²⁷

ARTICLE IX – Officers and Their Duties

- 1) **Enumeration of Officers.** The officers of the Association shall be a president, and vice-president, a

secretary, and a treasurer, and such other officers as the Board may from time to time by resolution create. Officers shall at all times be members of the Board of Directors.²⁸

- 2) Election of Officers. The Board of Directors, at its first meeting after each annual meeting of Members, shall choose a President, a Secretary, and a Treasurer, any one or all of whom may be members of the Board. The Board of Directors may also elect such Vice Presidents, Assistant Secretaries, and Assistant Treasures as it may determine. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members
- 3) Term. The officers of this Association shall be elected by the Board annually and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.²⁹
- 4) 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.³⁰
- 5) Resignation and Removal. Any officer may be removed from office with or without cause by the Board. 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, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.³¹
- 6) 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.³²
- 7) Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of the other offices except in the case of special offices created pursuant to Section 4 of this Article.³³
- 8) President.³⁴ The President shall be the Chief Executive Officer of the Association, and shall in general, supervise and control all of the business and affairs of the Association. The President shall preside at all meetings of the Members and the Board of Directors, shall have general and active management of the business and affairs of the Association, shall see that all orders and resolutions of the Board of Directors are carried into effect, and shall perform such other duties as the Board of Directors shall from time to time prescribe. He may sign, with the Secretary, or any other proper officer of the Association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, checks drawn against the Association, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, or by these Bylaws, or by statute to some other officer or agent of the Association.
- 9) Vice-President.³⁵ Each Vice President shall have such powers and perform such duties as the Board of Directors may from time to time prescribe or as the President may from time to time delegate to him. In the absence of the President or in the event of his inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all of the power of, and be subject to all the restrictions upon the President.

- 10) Secretary.³⁶ The Secretary shall attend all sessions of the Board of Directors and all meetings of the Members and record all votes and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for any committees when required. He shall give, or cause to be given, notice of all meetings of the Members and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or the President, under whose supervision he shall be. Each Assistant Secretary shall have such powers and perform such duties as the Board of Directors may from time to time prescribe or as the President may from time to time delegate to him.
- 11) Treasurer.³⁷ The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accounts of receipts and disbursements and shall deposit all moneys and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors. He shall disburse the funds of the Association as may be ordered by the Board of Directors, taking proper vouchers for such disbursement, and shall render to the President and Directors, at the regular meetings of the Board of Directors, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the Association, and shall perform such other duties as the Board of Directors may prescribe. If required by the Board of Directors, he shall give the Association a bond in such form, in such sum, and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of his office and for the restoration to the Association, in case of his death, resignation, retirement or removal from office, of all books, paper, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Association. Each Assistant Treasurer shall have such powers and perform such duties as the Board of Directors may from time to time prescribe.

ARTICLE X-Committees

- 1) Board of Directors shall appoint such committees as it deems appropriate in carrying out its purpose; one (1) Board member shall head each committee.³⁸
- 2) Minutes of Committee Proceeding. All committees shall keep regular minutes of their proceedings and shall report the same to the Board of Directors when required.

ARTICLE XI - Books and Records

- 1) The Association adopts this Article of these Bylaws to comply with Section 209.005, Texas Property Code. In the event of a conflict between this Article and Section 209.005, Section 209.005 shall control.³⁹
- 2) The Association shall make the books and records of the Association, including financial records, open to and reasonably available for examination by an owner, or a person designated in writing signed by the owner or the owner's agent, attorney, or verified public accountant, in accordance with this section. An owner is entitled to obtain from the Association copies of information contained in the books and records, except as provided herein.
- 3) An attorney's files and records relating to the Property Owner's Association, excluding invoices requested by an owner under Section 209.008 (d) of the Texas Property Code, are not records of the Association and are not subject to inspection by the owner; or production in a legal proceeding. If a document in an attorney's files and records relating to the Association would be responsive to a legally

authorized request to inspect or copy Association documents, the document shall be produced by using the copy from the attorney's files and records if the Association has not maintained a separate copy of the document. This Bylaw does not require production of a document that constitutes attorney work product or that is privileged as an attorney-client communication.

- 4) An owner or owners authorized representative described by Section 2 of this Bylaw must submit a written request for access or information under Section 2 by verified mail, with sufficient detail describing the property owners' Association's books and records requested, to the mailing address of the Association or authorized representative as reflected on the most current management certificate filed with the County Clerk. The request must contain an election either to inspect the books and records before obtaining copies or have the property owners' Association forward copies of the requested books and records. If an inspection is requested, the Association, on or before the 10th business day after the date the Association receives the request, shall send written notice of dates during normal business hours that the owner may inspect the requested books and records to the extent those books and records are in the possession, custody, or control of the Association. If copies of identified books and record are requested, the Association shall, to the extent those books and records are in the possession, custody, or control of the Association, produce the requested books and records for the requesting party on or before the 10th business day after the date the association receives the request, except as otherwise provided by Section 209.005 of the Texas Property Code.
- 5) If the Association is unable to produce the books or records requested under this Section 4 of this Article, on or before the 10th business day after the date the Association receive the request, the Association will provide to the requestor written notice that:
 - a) informs the requestor that the Association is unable to produce the information on or before the 10th business day after the date the Association received the request; and
 - b) states a date by which the information will be sent or made available for inspection to the requesting party that is not later than the 15th business day after the date notice under this subsection is given.
- 6) If an inspection is requested or required, the inspection shall take place at a mutually agreed on time during normal business hours, and the requesting party shall identify the books and records for the Property Owners' Association to copy and forward to the requesting party.
- 7) The Association may produce books and records requested under this section in hard copy, electronic, or other format reasonably available to the Association.
- 8) The Board of Directors shall adopt a records production and copying policy that prescribes the costs the Association will charge for the compilation, production, and reproduction of information requested under this section. The prescribed charges may include all reasonable costs of materials, labor, and overhead but may not exceed costs that would be applicable for an item under 1 T.A.C. Section 70.3. The policy required by this subsection shall be recorded as a dedicatory instrument in accordance with Section 202.006, Texas Property Code. The Association may not charge an owner for the compilation, production, or reproduction of information requested under this section unless the policy prescribing those costs has been recorded as required by the Association's Records Policy filed with the County Clerk. An owner is responsible for costs related to the compilation, production, and reproduction of the requested information in the amounts prescribed by the policy adopted under this Bylaw. The Association may require advance payment of the estimated costs of compilation, production, and reproduction of the requested information, If the estimated costs are lesser or greater than the actual costs, the Association shall submit a final invoice to the owner on or before the 30th business day after the date the information is delivered. If the final invoice

- includes additional amounts due from the owner, the additional amounts, if not reimbursed to the Association before the 30th business day after the date the invoice is sent to the owner, may be added to the owner's account as an assessment. If the estimated costs exceeded the final invoice amount, the owner is entitled to a refund, and the refund shall be issued to the owner not later than the 30th business day after the date the invoice is sent to the owner.
- 9) A Property Owners' Association must estimate costs under this section using amounts prescribed by the policy adopted under Section 8 of this Article.
 - 10) Except as provided by this Article, and to the extent the information is provided in the meeting minutes, the Association is not required to release or allow inspection of any books or records that identify the dedicatory instrument violation history of an individual owner of an association, an owner's personal financial information, including records of payment or nonpayment of amounts due to the Association, an owner's contact information, other than the owner's address, or information related to an employee of the Association, including personnel files. Information may be released in an aggregate or summary manner that would not identify an individual property owner.
 - 11) The books and records described by Section 10 of this Article shall be released or made available for inspection if:
 - a) The express written approval of the owner whose records are the subject of the request for inspection is provided to the property Owners' Association; or
 - b) A court orders the release of the books and records or orders that the books and records be made available for inspection
 - 12) The Board shall adopt and comply with a document retention policy that includes, at a minimum the following requirements:
 - a) certificates of formation, bylaws, restrictive covenants, and all amendments to the certificates of formation, bylaws, and covenants shall be retained permanently;
 - b) financial books and records shall be retained for seven years;
 - c) account records of current owners shall be retained for five years;
 - d) contracts with a term of one year or more shall be retained for four years after the expiration of the contract term;
 - e) minutes of meetings of the owners and the board shall be retained for seven years; and
 - f) tax returns and audit records shall be retained for seven years.
 - 13) A member of the Association who is denied access to or copies of Association books or records to which the member is entitled under this Article of these Bylaws may file a petition with the justice of the peace of a justice precinct in which all or part of the property that is governed by the Association is located requesting relief in accordance with Article XIV of these Bylaws. If the justice of the peace finds that the member is entitled to access to or copies of the records, the justice of the peace may grant one or more of the following remedies:
 - a) A judgment ordering the Property Owners' Association to release or allow access to the books or records;
 - b) A judgment against the Property Owners' Association for court costs and attorney's fees incurred in connection with seeking a remedy under this section; or
 - c) A judgment authorizing the owner or the owner's assignee to deduct the amounts awarded under Subdivision (2) from any future regular or special assessments payable to the Property Owners' Association.
 - 14) If the Property Owners' Association prevails in an action under Section 13 of this Article of the Bylaws,

the Association is entitled to a judgment for court costs and attorney's fees incurred by the Association in connection with the action.

- 15) On or before the 10th business day before the date a person brings an action against the Association under this section, the person must send written notice to the Association of the person's intent to bring the action. The notice must:
 - a) be sent verified mail, return receipt requested, or delivered by the United States Postal Service with signature confirmation service to the mailing address of the Association or authorized representative as reflected on the most current management certificate filed under Section 209.004; and
 - b) describe with sufficient detail the books and records being requested.
- 16) For the purposes of this Article of these Bylaws, "business day" means a day other than Saturday, Sunday, or a state or federal holiday. (Source: Section 209.005, Texas Property Code).

ARTICLE XII - Assessments

- 1) Assessments. As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. Annual assessments on all lots are due January 1st for each calendar year and will be considered delinquent if not paid by January 31st of that year. Affidavits of Liens will be filed on properties of all accounts not paid by January 31. The late penalty is \$10.00 per month for the entire term of delinquency; and the Association may bring forth an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No owner may waive or otherwise escape liability for the assessments.⁴⁾
- 2) Establishment of Special Assessment for Capital Projects. In addition to the Maintenance Fee assessment, the members of the Association may adopt a special assessment for capital projects, in such amount as may be established by the Association at a special or annual meeting at which notice for an election for the assessment of said Special Assessment is given. Should the special assessment be approved by a two- third (2/3) vote of the members, represented in person or by proxy, of the Property Owners Association at the annual meeting of the Property Owners Association, then the Special Assessment shall become effective on the date noticed, with the proceeds from such special assessment being ear-marked for the specific purpose set forth in the notice of such election. Said Special Assessment shall be secured by a lien against said lot, and failure to pay said Special Assessment shall constitute a foreclosure lien against said lot. This lien is in the form of an assessment to run with the ownership of said lots. The Special Assessment shall be deemed delinquent if not paid within thirty (30) days of the date set forth in the notice as being the date the Special Assessment is due.
- 3) Purpose of Special Assessment. The Special Assessment shall be used for only the following purposes:
 - a) To defray, in whole or in part, the cost, whether incurred before or after the assessment, of any construction or reconstruction, repair, or replacement of a capital improvement in the Common Areas, including but not limited to the streets and roads in the Subdivision, owned by the Association, including the necessary fixtures and personal property related to such Common Areas, to the extent such expense is not sufficiently provided for with Regular Assessment funds
 - b) For maintenance and improvement of Common Areas owned by the Association; and/or
 - c) For such other purposes of the property owners' association as stated in the Association's

Certificate of Formation or the dedicatory instrument for the Subdivision.

ARTICLE XIII - Use of Adjacent Lots

- 1) This Article is intended to comply with Section 209.015, Texas Property Code, and the Board of Directors is authorized to adopt such rules, regulations, and resolutions to affect the intend of this Article.
- 2) As used in this Bylaws, "Adjacent lot" means:
 - a) a lot that is contiguous to another lot that fronts on the same street;
 - b) with respect to a lot, a lot that is contiguous to the corner lot by either a side property line or a back property line; and/or
 - c) if permitted by the dedicatory instrument, any lot that is contiguous to another lot at the back-property line.
- 3) As used in these Bylaws, "Residential purpose" with respect to the use of a lot:
 - a) means the location on the lot of any building, structure, or other improvement customarily appurtenant to a residence, as opposed to use for a business or commercial purpose; and
 - b) includes the location on the lot of a garage, sidewalk, driveway, parking area, children's swing or playscape, fence, septic system, swimming pool, utility line, or water well and, if otherwise specifically permitted by the dedicatory instrument, the parking or storage of a recreational vehicle.
- 4) An owner must obtain the approval of the Architectural Control Committee, based on criteria prescribed by the dedicatory instruments specific to the use of a lot for residential purposes, including reasonable restrictions regarding size, location, shielding, and aesthetics of the residential purpose, before the owner begins the construction, placement, or erection of a building, structure, or other improvement for the residential purpose on an adjacent lot.
- 5) An owner who elects to use an adjacent lot for residential purposes under this section shall, on the sale or transfer of the lot containing the residence: (a) include the adjacent lot in the sales agreement and transfer the lot to the new owner under the same dedicatory conditions; or (b) restore the adjacent lot to the original condition before the addition of the improvements allowed under this section to the extent that the lot would again be suitable for the construction of a separate residence as originally platted and provided for in the conveyance to the owner.
- 6) An owner may sell the adjacent lot separately only for the purpose of the construction of a new residence that complies with existing requirements in the dedicatory instrument unless the lot has been restored as described by Subsection (5)(b) of this Article.
- 7) The Association may not adopt or enforce a provision in a dedicatory instrument that prohibits or restricts the owner of a lot on which a residence is located from using for residential purposes an adjacent lot owned by the property owner.

ARTICLE XIV - Miscellaneous; Fiscal Matters

- 1) Charges. The Board of Directors shall compute, assess, collect, and enforce the payment of all charges to which the Subdivision is subjected or may be subjected under or by virtue of the Restrictions and Bylaws.

- 2) Dividends. No dividends shall be paid and no part of the income of the Association shall be disbursed to its Members, Directors, or Officers. The Association may pay compensation in a reasonable amount to its Members or Officers for services rendered, but only as permitted by the applicable statutes.
- 3) Contracts.
 - a) These Bylaws are intended to comply with Section 209.0052 of the Texas Property Code.
 - b) Except as otherwise provided by these Bylaws, the Board of Directors may authorize any other Director or Directors, Officer or Officers, agent, or agents of the Association, in addition to the Officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances.
 - c) The following conditions control any transactions between the Association and any of these: (1) a current director (2) a person related to a current director by consanguinity or affinity within three degrees (3) a company in which a current director has a 51% share of the profits (4) a company in which a director's third degree relative has a 51% share of the profits.
 - d) The Association may enter into an enforceable contract with a current association board member, a person related to a current association board member within the third degree by consanguinity or affinity, as determined under Chapter 573, Government Code, a company in which a current association board member has a financial interest in at least 51 percent of profits, or a company in which a person related to a current association board member within the third degree by consanguinity or affinity, as determined under Chapter 573, Government Code, has a financial interest in at least 51 percent of profits only if the following conditions are satisfied: (1) the board must receive at least 2 other bids from disinterested bidders for the contract from persons not associated with the board member, relative, or company, (if reasonably available in that market); (2) the interested director does not have access to the other bids and does not participate in discussion or voting; (3) the material facts regarding the relationship or interest with respect to the proposed contract are disclosed to or known by the association board; (4) the board, in good faith and with ordinary care, authorizes the contract by an affirmative vote of the majority of the board members who do not have an interest governed by this subsection; and (5) a resolution certifying that the conditions required by Section 209.0052 have been fulfilled is approved by a majority of disinterested directors.
 - e) The following is a summary regarding what the degrees of consanguinity (blood) and affinity (marriage) mean:
 - i) First Degree by consanguinity: parents; children;
 - ii) First Degree by affinity: Spouses of relatives listed above; spouse; spouse's parents; spouse's children; stepparents; stepchildren;
 - iii) Second Degree by consanguinity: Grandparents; grandchildren; brothers & sisters;
 - iv) Second Degree by affinity: Spouses of relatives listed above; spouse's grandparents; spouse's grandchildren; spouse's brothers & sisters;
 - v) Third Degree by consanguinity: Great grandparents; great grandchildren; nieces & nephews; aunts & uncles; and
 - vi) Third Degree by affinity: Spouses of relatives listed above; spouse's great grandparents; spouse's great grandchildren; spouse's nieces & nephews; spouse's aunts & uncles.
- 4) Checks. All checks or demands for money and notes of the Association shall be signed by minimum two (2) officers or such other person or persons as the Board of Directors may from time to time designate. No debit/credit cards in name of Lakewood POA are permitted for any reason.
- 5) Fiscal Year. The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December every year, except that the first fiscal year shall begin on the date of

incorporation.⁴¹

- 6) Seal. The Association shall have a seal in circular form having within its circumference the words: LAKEWOOD PROPERTY OWNERS ASSOCIATION.⁴²
- 7) Indemnification. Except as may otherwise be provided by Article 1396-2.22A, Texas Non-Profit Corporations Act, and/or Section 8.051, Texas Business Organizations Code, or as may be ordered by a court pursuant to Section 8.052, Texas Business Organizations Code, or by Article 1396-2.22A, Texas Non-Profit Corporations Act, the Association shall indemnify any Director, Officer, or employee of the Association, against expenses actually and necessarily incurred by him and any amount paid in satisfaction of judgments in connection with any action, suit or proceedings, whether civil or criminal in nature, in which he is made a party by reason of being or having been such a Director, Officer, or employee (whether or not a Director, Officer, or employee at the time such costs or expenses are incurred by or imposed upon him) except in relation to matters as to which he shall be judged in such action, suit, or proceedings to be liable for gross negligence or willful misconduct in the performance of duty. The Association may also reimburse to any Director, Officer or employee the reasonable costs of settlement of any such action, suit or proceedings, if it shall be found by a majority of a committee of the Directors not involved in the matter in controversy, whether or not a quorum, that it was in the interest of the Association that such settlement be made and that such Director, Officer or employee was not guilty of gross negligence or willful misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such Director, Officer, or employee may be entitled by law or under any Bylaw, agreement, vote of Members or otherwise. Nothing in this Section shall prevent permissive indemnification as authorized by Section 8.01 through 8.152, Texas Business Organizations Code, or by Article 1396-2.22A, Texas Non-Profit Corporations Act.
- 8) Online Subdivision Information. The Association shall make dedicatory instruments relating to the association or subdivision and filed with the County Clerk records available on a website if the association has, or a management company on behalf of the association maintains, a publicly accessible website. (Source: Section 207.006, Texas Property Code).
- 9) Texas Property Code Controls. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws; the Declaration shall control.⁴³ To the extent that any of these Bylaws conflict with the provisions of the Texas Property Code and/or the Texas Non-Profit Corporations Act and/or the Texas Business Organizations Code, as may be amended from time to time by the Texas Legislature, the Texas Property Code and/or the Texas Non-Profit Corporations Act and/or the Texas Business Organizations Code shall control.

ARTICLE XV – Amendments

- 1) These By-Laws may be amended, at any annual meeting, a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy, if written notice is given on the intent to alter, amend, or repeal, or adopt new Bylaws at such meeting, per Article III, Section 8.⁴⁴

Footnotes (reference former Articles and Sections in the 2009 By Laws)

1 - Article II, Sec. 1	9 - Article II, Sec. 9	17 - Article IV, Sec. 3	25 - Article IV, Sec. 5	33 - Article VIII, Sec. 7	41 - Article XIV
2 - Article II, Sec. 2	10 - Article III, Sec. 1	18 - Article IV, Sec. 3	26 - Article VII, Sec. 1	34 - Article VIII, Sec. 8(a)	42 - Article XII
3 - Article II Sec. 3	11 - Article III, Sec. 2	19 - Article IV, Sec. 4	27 - Article VII, Sec. 2	35 - Article VIII, Sec. 8(b)	43 - Article XIII, Sec. 2
4 - Article II, Sec. 4	12 - Article III, Sec. 3	20 - Article V, Sec. 1	28 - Article VIII, Sec. 1	36 - Article VIII, Sec. 8(c)	44 - Article XIII, Sec. 1
5 - Article II, Sec. 5	13 - Article III, Sec. 4	21 - Article V, Sec. 2	29 - Article VIII, Sec. 3	37 - Article VIII, Sec. 8(d)	
6 - Article II, Sec. 6	14 - Article III, Sec. 5	22 - Article VI, Sec. 1	30 - Article VIII, Sec. 4	38 - Article IX	
7 - Article II, Sec. 7	15 - Article IV, Sec. 1	23 - Article VI, Sec. 2	31 - Article VIII, Sec. 5	39 - Article X	
8 - Article II, Sec. 8	16 - Article VI, Sec. 2	24 - Article VI, Sec. 3	32 - Article VIII, Sec. 6	40 - Article XI	

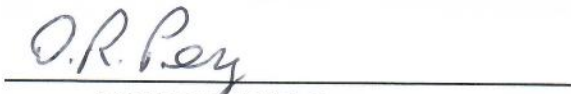
THESE BYLAWS have been voted on and adopted by a majority vote at which a quorum of the Association Members was had by the Board of Directors of the Association at a meeting held on April 8, 2017.

Signed this 11th day of April 2017.



Michael O. Burkhalter, President

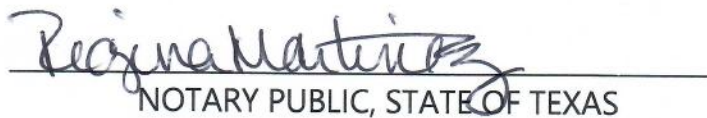
ATTEST:



DAVID PEREZ, Secretary

STATE OF TEXAS §
COUNTY OF TRINITY §

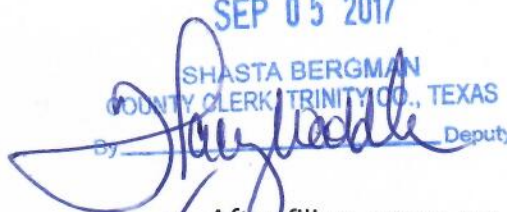
This instrument was acknowledged before me on the 11th day of April 2017, by Michael O. Burkhalter, President, LAKEWOOD AT LIVINGSTON PROPERTY OWNERS ASSOCIATION, INC., a Texas non-profit corporation on behalf of said corporation.


NOTARY PUBLIC, STATE OF TEXAS



FILED
at 10:00 o'clock A M

SEP 05 2017

SHASTA BERGMAN
COUNTY CLERK, TRINITY CO., TEXAS
By:  Deputy

After filing return to:
Lakewood at Livingston POA
PO Box 2267
Trinity, Texas 75862

THE STATE OF TEXAS
COUNTY OF TRINITY

I hereby certify that the instrument was FILED on the date and at the time stamped hereon by me and was duly RECORDED in the Official Public Records of Trinity County, Texas in the Volume and Page as noted hereon by me.

Shasta Bergman
County Clerk, Trinity County

By:  Deputy

