

**BYLAWS OF**  
**SPRING CREEK TOWNHOMES OWNERS ASSOCIATION, INC.**

**ARTICLE 1**  
**DEFINITIONS**

1.1 "Spring Creek Townhomes" shall mean all of the real property located in the County of Brazos, State of Texas, including the land, all improvements and structures on the land, and all easements, rights, and appurtenances to the land, more particularly described on Exhibit "A" attached hereto, and any additions or deletions to such land made pursuant to the terms of the Declaration. Spring Creek Townhomes will consist of a subdivision or subdivisions subject to this Association.

1.2 "Declaration" shall mean all of the Declarations of Covenants, Conditions and Restrictions, now or hereafter filed in the County Clerk's office in Brazos County, Texas, and affecting Spring Creek Townhomes or any portions thereof, including any amendments to the Declaration as may be made from time to time in accordance with the terms of the Declaration.

1.3 "Development Period" shall mean a period commencing on the date of the recording of the Declaration in the Official Records of Brazos County, Texas and continuing thereafter until and ending on the earlier to occur of: (i) substantial completion of all development (including without limitation the completion and sale of all Lots to third parties) within Spring Creek Townhomes; or (ii) the date determined by Spring Creek CS Development, Ltd. ("SCD") to be the end of the Development Period.

1.4 Other capitalized terms used in these Bylaws shall have the meaning given them in the Declaration, incorporated by reference and made a part of these Bylaws.

**ARTICLE 2**  
**APPLICABILITY OF BYLAWS**

Corporation

2.1 The provisions of these Bylaws constitute the Bylaws of the nonprofit corporation known as SPRING CREEK TOWNHOMES OWNERS ASSOCIATION, INC., referred to as the "Association."

Applicability

2.2 The provisions of these Bylaws are applicable to Spring Creek Townhomes as defined in Paragraph 1.1 of these Bylaws.

## Personal Application

2.3 All present or future Owners, their employees, guests, or other persons that use the facilities of Spring Creek Townhomes or its Common Areas, in any manner are subject to the regulations set forth in these Bylaws. The mere acquisition of any of the Lots of Spring Creek Townhomes or the mere act of occupancy of any of the Lots or Common Areas will signify that these Bylaws are accepted and ratified and will be complied with by the purchaser or occupant.

## ARTICLE 3 OFFICES

### Principal Office

3.1 The initial principal office of the Association shall be located at 4490 Castlegate Drive, College Station, Brazos County, Texas 77845.

### Registered Office and Registered Agent

3.2 The Association shall have and shall continuously maintain in the State of Texas a registered office and a registered agent, whose office is identical with the registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the corporation, and the address of the registered office may be changed from time to time by the Board of Directors.

## ARTICLE 4 QUALIFICATIONS FOR MEMBERSHIP

### Membership

4.1 Each and every Owner of each and every Lot which is subjected to the Declaration shall automatically be, and must at all times remain, a Member of the Association in good standing. During the Development Period, the Association shall have two (2) classes of Members: Class A and Class B. The Class A Members shall include all Owners (other than SCD during the Development Period). The Class B Member shall be SCD.

### Proof of Membership

4.2 The rights of membership shall not be exercised by any person until satisfactory proof has been furnished to the Secretary of the Association that the person is qualified as a Member. Such proof may consist of a copy of a duly executed and acknowledged deed or title insurance policy evidencing ownership of a Lot in Spring Creek Townhomes. Such deed or policy shall be deemed conclusive in the absence of a conflicting claim based on a later deed or policy.

## No Additional Qualifications

4.3 The sole qualification for membership shall be ownership of a Lot in Spring Creek Townhomes. No initiation fees, costs, or dues shall be assessed against any person as a condition of membership except such assessments, levies, and charges as are authorized or permitted under the Articles of Incorporation or the Declaration.

## Certificates of Membership

4.4 The Board of Directors may provide for the issuance of certificates evidencing membership in the Association that shall be in such form as may be determined by the Board. All certificates evidencing membership, if issued by the Board of Directors, shall be consecutively numbered. The name and address of each Member and the date of issuance of the certificate shall be entered on the records of the Association and maintained by the Secretary at the registered office of the Association.

## ARTICLE 5 VOTING RIGHTS

### Voting

5.1 There are two classes of voting members during the Development Period. These two classes shall have the following voting rights during the Development Period:

Class A: The Owner(s) of each Lot (other than SCD) shall be entitled to no votes.

Class B: The Class B Member shall have one (1) vote for each Lot it owns.

After the Development Period, there shall be one class of voting Members as follows: The Owner of each Lot shall be entitled to one (1) vote per Lot. Where more than one (1) Owner owns and holds a record fee interest in a Lot such Owners may divide and cast portions of the one (1) vote as they decide, but in no event shall any one (1) Lot yield more than one (1) vote. If SCD or its successors and assigns owns unplatted land subject to the Declaration, SCD shall have four (4) votes per acre of such land.

An Owner must be in good standing before being entitled to vote. Any Owner, Resident or Member shall not be in "good standing" if such person or entity is: (a) in violation of any portion of the Declaration, or any rule or regulation promulgated by the Board; (b) delinquent in the full, complete and timely payment of any Assessments, annual and/or special, or any other fee, charge or fine which is levied, payable or collectible pursuant to the provisions of the Declaration, these Bylaws or any rule or regulation promulgated by the Board.

The Board may make such rules and regulations, consistent with the terms of the Declaration and these Bylaws, as it deems advisable, for: any meeting of Members; proof of membership in the Association; the status of good standing; evidence of right to vote; the appointment and duties of examiners and inspectors of votes; the procedures for actual voting

in person or by proxy; registration of Members for voting purposes; and such other matters concerning the conduct of meetings and voting as the Board shall deem fit.

#### Proxies

5.2 At all meetings of Members, each Member entitled to vote may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary of the Association. Every proxy shall be revocable and shall automatically cease on conveyance by the Member of the Member's Lot, or on receipt of notice by the Secretary of the death or judicially declared incompetence of such Member. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise specifically provided in the proxy.

#### Quorum

5.3 The presence, either in person or by proxy, at any meeting, of Members entitled to cast at least 51% of the total voting power of the Association shall constitute a quorum for any action, except as otherwise provided in these Bylaws or the Declaration. In the absence of a quorum at a meeting of Members, a majority of those Members present in person or by proxy may adjourn the meeting to a time not less than five (5) days nor more than thirty (30) days from the meeting date.

#### Required Vote

5.4 The vote of the majority of the votes entitled to be cast by the Members present, or represented by proxy, at a meeting at which a quorum is present shall be the act of the meeting of Members, unless the vote of a greater number is required by statute or by these Bylaws or the Declaration.

### ARTICLE 6 MEETINGS OF MEMBERS

#### Annual Meetings

6.1 The first meeting of the Members of the Association shall be held no later than two (2) months after the end of the Development Period, at a time and place to be designated by the Board. After the first meeting, the annual meeting of the Members of the Association shall be held on the second Tuesday of May of each succeeding calendar year at the hour of 7:00 P.M. If the day for the annual meeting of the Members is a federal legal holiday, the meeting shall be held at the same hour on the first day following that is not a federal legal holiday (excluding Saturdays and Sundays).

#### Special Meetings

6.2 Special meetings of the Members may be called by the President, the Board of Directors, or by Members representing at least 51% of the total voting power of the Association.

## Place

6.3 Meetings of the Members shall be held within Spring Creek Townhomes or at a convenient meeting place, as the Board may specify in writing in its sole discretion.

## Notice of Meetings

6.4 Written notice of all Members' meetings shall be given by or at the direction of the Secretary of the Association (or other persons authorized to call the meeting) by mailing or personally delivering a copy of such notice at least 10 days but not more than 50 days before the meeting to each Member entitled to vote at the meeting. The notice must be addressed to the Member's address last appearing on the books of the Association or supplied by such Member to the Association for the purpose of notice. The notice shall specify the place, day, and hour of the meeting and, in the case of a special meeting, the nature of the business to be undertaken.

## Order of Business

6.5 The order of business at all meetings of the Members shall be as follows:

- (a) Roll call.
- (b) Proof of notice of meetings or waiver of notice.
- (c) Reading of Minutes of preceding meeting.
- (d) Reports of officers.
- (e) Reports of committees.
- (f) Election of directors.
- (g) Unfinished business.
- (h) New business.

## Action Without Meeting

6.6 Any action required by law to be taken at a meeting of the Members or any action that may be taken at a meeting of the Members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Members and filed with the Secretary of the Association.

ARTICLE 7  
BOARD OF DIRECTORS

Number

7.1 During the Development Period, the affairs of the Association shall be managed by a board of three (3) individuals elected by the Class B Member. Thereafter, the affairs of this Association shall be managed by a Board of Directors consisting of not less than three (3) nor more than nine (9) persons, all of whom may be, but need not be, Members of the Association.

Compensation

7.2 With the prior approval of a majority of the voting power of the Association, a Director may receive compensation in a reasonable amount for services rendered to the Association. A Director may be reimbursed by the Board for actual expenses incurred by the Director in the performance of the Director's duties.

Powers and Duties

7.3 The Board shall have the powers and duties, and shall be subject to limitations on such powers and duties, as enumerated in the Declaration.

ARTICLE 8  
NOMINATION AND ELECTION OF DIRECTORS

Nomination

8.1 After the Development Period, nomination for election to the Board of Directors shall be made from the floor at the annual meeting of the Members.

Election

8.2 During the Development Period, SCD shall appoint, remove, elect and replace the Directors. After the Development Period, at the first meeting of the Association and each annual meeting thereafter, the Members shall elect the Directors who shall hold office for terms of one (1) year and shall serve until their successors are elected and qualified.

8.3 After the Development Period, Directors are elected at the annual meeting of Members of the Association. Members, or their proxies, may cast, in respect to each vacant directorship, as many votes as they are entitled to exercise under the provisions of the Declaration. The nominees receiving the highest number of votes shall be elected.

## Removal

8.4 During the Development Period, Directors may be removed by SCD. After the Development Period, Directors may be removed from office without cause by a two-thirds (2/3) majority vote of the Members of the Association.

## Vacancies

8.5 During the Development Period, in the event of a vacancy on the Board caused by the death, resignation, or removal of a Director, the Class B Member shall elect successor Directors who shall serve for the unexpired term of their predecessors.

8.6 After the Development Period, in the event of a vacancy on the Board caused by the death, resignation, or removal of a Director, the remaining Directors shall, by majority vote, elect a successor who shall serve for the unexpired term of the predecessor. After the Development Period, any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting of Members or at a special meeting of Members called for that purpose.

## ARTICLE 9 MEETINGS OF DIRECTORS

### Regular Meetings

9.1 Regular meetings of the Board of Directors shall be held semi-annually at a place and at a time as may be fixed from time to time by resolution of the Board. Notice of the time and place of regular meetings shall be posted in an area designated by the Board in the Common Areas.

### Special Meetings

9.2 Special meetings of the Board of Directors shall be held when called by written notice signed by the President of the Association or by any two Directors other than the President. The notice shall specify the time and place of the meeting and the nature of any special business to be considered. Notice of a special meeting must be given to each Director not less than two (2) days or more than ten (10) days prior to the date fixed for such meeting by written notice either delivered personally, sent by mail, telecopy, or telegram to each Director at the Director's address as shown in the records of the Association.

### Quorum

9.3 A quorum for the transaction of business by the Board of Directors shall be a majority of the number of Directors constituting the Board of Directors.

## Voting Requirement

9.4 The act of the majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless any provision of the Articles of Incorporation, Bylaws, Declaration or any other instrument governing Spring Creek Townhomes requires the vote of a greater number.

## Open Meetings

9.5 Regular and special meetings of the Board shall be open to all Members of the Association; provided, however, that Association Members who are not on the Board may not participate in any deliberation or discussion unless expressly authorized to do so by the vote of a majority of a quorum of the Board.

## Executive Session

9.6 The Board may, with the approval of a majority of a quorum, adjourn a meeting and reconvene in executive session to discuss and vote on personnel matters, litigation in which the Association is or may become involved, and other business of a confidential nature. The nature of any and all business to be considered in executive session shall first be announced in open session.

## ARTICLE 10 OFFICERS

### Enumeration of Officers

10.1 The Officers of this Association shall be a President and a Secretary and Treasurer. The Board of Directors may, by resolution, create such other offices as it deems necessary or desirable.

10.2 The Officers of this Association shall be elected annually by the Board of Directors and each shall hold office for one (1) year unless the Officer shall sooner resign, be removed, or be otherwise disqualified to serve.

### Resignation and Removal

10.3 Any Officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Such resignation shall take effect at the date of receipt of the notice or at any later time specified in the notice. Any Officer may be removed from office by the Board whenever, in the Board's judgment, the best interests of the Association would be served by such removal.



## Multiple Offices

10.4 Any two or more offices may be held by the same person, except the offices of President and Secretary.

## Compensation

10.5 Officers shall not receive compensation for services rendered to the Association, unless determined by the Board of Directors and approved by a majority of the Members of the Association.

## ARTICLE 11 PRESIDENT

### Election

11.1 After the Development Period, at the first meeting of the Board immediately following the first annual meeting of the Members, the Board may elect one of their number to act as President.

11.2 The President shall:

- (a) Preside over all meetings of the Members and of the Board.
- (b) Sign as President all deeds, contracts, and other instruments in writing that have been first approved by the Board, unless the Board, by duly adopted resolution, has authorized the signature of a lesser Officer.
- (c) Call meetings of the Board whenever he or she deems it necessary in accordance with rules and on notice agreed to by the Board. The notice period shall, with the exception of emergencies, in no event be less than two (2) days.
- (d) Have, subject to the advice of the Board, general supervision, direction, and control of the affairs of the Association and discharge such other duties as may be required of him or her by the Board.

## ARTICLE 12 VICE-PRESIDENT

### Election

12.1 After the Development Period, at the first meeting of the Board immediately following the first annual meeting of the Members, the Board may elect one of its Members to act as Vice-President.

## Duties

12.2 The Vice-President shall:

- (a) Act in the place and in the stead of the President in the event of the President's absence, inability, or refusal to act.
- (b) Exercise and discharge such other duties as may be required of the Vice-President by the Board. In connection with any such additional duties, the Vice-President shall be responsible President.

## ARTICLE 13 SECRETARY

### Election

13.1 After the Development Period, at the first meeting of the Board immediately following the first annual meeting of the Members, the Board shall elect a Secretary.

13.2 The Secretary shall:

- (a) Keep a record of all meetings and proceedings of the Board and of the Members.
- (b) Keep the seal of the Association, if any, and affix it on all papers requiring the seal.
- (c) Serve notices of meetings of the Board and the Members required either by law or by these Bylaws.
- (d) Keep appropriate current records showing the Members of the Association together with their addresses.
- (e) Sign as Secretary all deeds, contracts, and other instruments in writing that have been first approved by the Board if the instruments require a second Association signature, unless the Board has authorized another Officer to sign in the place and stead of the Secretary by duly adopted resolution.

## ARTICLE 14 TREASURER

### Election

14.1 After the Development Period, at the first meeting of the Board immediately following the first annual meeting of the Members, the Board shall elect a Treasurer.

## Duties

14.2 The Treasurer shall:

- (a) Receive and deposit in a bank or banks, as the Board may from time to time direct, all of the funds of the Association.
- (b) Be responsible for and supervise the maintenance of books and records to account for the Association's funds and other Association assets.
- (c) Disburse and withdraw funds as the Board may from time to time direct, in accordance with prescribed procedures.
- (d) Prepare and distribute the financial statements for the Association required by the Declaration.

## ARTICLE 15 POWERS AND RESPONSIBILITIES

### General Powers and Duties

15.1 The Association shall carry out all of the responsibilities and duties, and shall possess all of the powers, set out in the Declaration, acting by and through its Board and officers. All enforcement of restrictions, assessments, liens, maintenance and other elements of the Declaration shall be diligently and consistently carried out by the Association.

15.2 No separate rules or regulations for Spring Creek Townhomes shall alter or amend the Declaration, but may supplement the Declaration by more restrictive, but not less restrictive, rules or regulations. If the Association desires to do so, subcommittees of the Board may be created to oversee the separate rules or regulations for Spring Creek Townhomes.

## ARTICLE 16 BOOKS AND RECORDS

### Maintenance

16.1 Complete and correct records of account and minutes of proceedings of meetings of Members, Directors, and committees shall be kept in the possession of the officers or at the registered office of the corporation. A record containing the names and addresses of all Members entitled to vote shall be kept at the registered office or principal place of business of the Association.

### Inspection

16.2 The Declaration, the membership register, the books of account, and the minutes of proceedings shall be available for inspection and copying by any Member of the Association or any Director for any proper purpose at any reasonable time.

ARTICLE 17

Amendment of Bylaws

17.1 (a) During the Development Period, these Bylaws may be amended, altered, or repealed by the unanimous vote in person or by proxy, of Directors representing all of the Board of Directors of the Association.

(b) After the Development Period, these Bylaws may be amended, altered, or repealed at a regular or special meeting of the Members of the Association by the affirmative vote in person or by proxy of Members representing a majority of a quorum of the Association. Notwithstanding the preceding sentence, the percentage of voting power necessary to amend a specific clause or provision shall not be less than the prescribed percentage of affirmative votes required for action to be taken under that clause.

Attestation

17.2 Adopted by the Board of Directors effective as of October 20, 2003.

  
\_\_\_\_\_

WALLACE PHILLIPS

  
\_\_\_\_\_

DAWN PHILLIPS

  
\_\_\_\_\_

VICKI HILLERT