

**AMENDED BYLAWS**  
**BRIAR MEADOWS CREEK OWNERS ASSOCIATION, INC.**  
**A TEXAS NONPROFIT CORPORATION**  
(Amended November 4, 2017)

**ARTICLE I. NAME AND LOCATION**

The name of the corporation is Briar Meadows Creek Owners Association. The principal office of the corporation will be located at 427 Dellwood St., Bryan, Texas 77801, 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.

**ARTICLE II. DEFINITIONS**

Section 1. "Association" means and refers to Briar Meadows Creek Owners Association, Inc., a Texas non-profit Corporation, its successors and assigns.

Section 2. "Properties" or "Property" means and refers to all that certain real property described in the Declaration that is subject to the Declaration under its provisions.

Section 3. "Common Properties" or "Common Area" means all real property owned by the Association and designated as "Common Properties" or "Common Areas," all of which shall be intended to be devoted to enhancing the value and attractiveness of the Property and any additional Properties annexed hereto and for the common use and enjoyment of the Owners of the Properties or Owners of any additional land annexed hereto and the Members of the Association.

Section 4. "Declarant" means and refers to Burton Creek Development, Ltd., its successors and assigns. The term "successors" or "assigns" shall not be construed to mean or to include any person or entity which shall acquire from Declarant one (1) or more of the Lots in the Subdivision for occupancy or re-sale unless Declarant shall expressly assign unto such person or entity all or part of its rights and privileges of "Declarant" under the Declaration.

Section 5. "Declaration" means and refers to the declaration of covenants, conditions, and restrictions applicable to the subdivision and recorded on August 15, 2005, in Volume 6869, Page 25, Official Records, Brazos County, Texas and any amendments thereto.

Section 6. "Lot" means and refers to any plot of land shown on the recorded subdivision plat with the exception of the common area.

Section 7. "Living Unit" means and refers to any portion of a building situated upon a lot designed and intended for use and occupancy as a residence by a single family only, no exceptions.

Section 8. "Member" means and refers to those persons entitled to membership in the association as provided in the declaration.

Section 9. "Owner" or "Lot Owner" means and refers to the record owner, whether one or more persons or entities, of the fee simple title to any lot situated within the Properties but, notwithstanding any applicable theory of the mortgage, shall not mean or refer to the mortgagee unless and until such mortgagee has acquired title pursuant to foreclosure or any proceeding in lieu of foreclosure.

Section 10. "Subdivision" means and refers to Briar Meadows Creek in the city of Bryan, Brazos County, Texas, as described in the declaration, and such additions to that tract as may be brought within the jurisdiction of the association pursuant to the provisions of the declaration.

Section 11. "Townhouse" or "Townhome" means and refers to a residential structure constructed on an individual lot or building site, which is one of a series of dwelling units designed for single-family occupancy, which townhomes may or may not be structurally connected (other than by fence or screening device). They may be immediately adjacent to and abutting each other without side yards between individual dwelling units. Townhomes which abut each other must have a firewall constructed between them. The firewall must be built in conformity with the ordinances of the City of Bryan.

Section 12. "Patio Home" means and refers to any building which is designed and used exclusively for single family residential purposes and may be either conventional or zero lot line construction as defined in the Declaration.

Section 13. "Patio Wall" means a wall constructed to give privacy to a patio and may be built adjacent to any area where a patio is allowed except patios on the back of lots adjacent to Briarcrest Country Club where no solid walls may be constructed.

Section 14. "Dwelling" means and refers to any building or portion thereof which is designed or used exclusively for single family residential purposes.

Section 15. "Structure" means and refers to anything constructed, the use of which requires permanent location on the ground or attached to something having a permanent location on the ground.

### **ARTICLE III. MEETINGS OF MEMBERS**

Section 1. Annual Meetings. Meetings of members will be once a year. The annual meeting will be held on the third Saturday of October. The time will be determined by the Directors.

Section 2. Special Meetings. Special meetings of members may be called at any time by the president or by the board of directors, or on written request of members who are entitled to vote one-fourth of all votes of the Class A membership.

Section 3. Notice of Meetings. Written notice of each meeting of members will be given by, or at the direction of, the secretary or other person authorized by the Board to call the meeting, by mailing a copy of such notice, postage prepaid, at least 10 but not more than 50 days before such meeting to each member entitled to vote, 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 receiving notice. The notice will specify the day, hour, and place of the meeting, and in the case of special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting, in person or by proxy, of members entitled to cast 10% of the votes of each class of the membership will constitute a quorum for authorization of any action, except as may otherwise be provided in the declaration, the articles of incorporation, or these bylaws. If a quorum is not present at any meeting, the members entitled to vote will have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

Section 5. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies will be in writing and filed with the secretary. Proxies will be revocable, and the proxy of any owner will automatically terminate on conveyance by such owner of his or her lot.

#### **ARTICLE IV. BOARD OF DIRECTORS**

Section 1. Number and Qualifications. The affairs of the association will be managed by a board of three (3) to five (5) directors, who are members of the association.

Section 2. Nomination. Nomination for election to the board of directors may be by nominating committee and may also be made from the floor at any annual meeting of members. The nominating committee will consist of a chairperson who is a member of the board of directors, and two or more members of the association. The committee will be appointed by the board of directors prior to each annual meeting to serve from the close of such meeting until the close of the next annual meeting, and such appointment will be announced at each annual meeting.

Section 3. Election. Election to the board of directors will be by secret written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the declaration.

Persons receiving the largest number of votes will be elected. Cumulative voting is not permitted.

Section 4. Meetings.

- (a) Regular Meetings. Regular meetings of the board of directors will be held as needed, without notice, at such place and hour as may be fixed from time to time by resolution of the board.
- (b) Special Meetings. Special meetings of the board of directors will be held when called by the president of the association, or by any two directors, after not less than three days' notice to each director.
- (c) Quorum. The presence of three (3) members of the board of directors will constitute a quorum for the transaction of business. Every act performed, or decision made by directors present at a duly held meeting in which a quorum is present will constitute the act or decision of the board.

Section 5. Powers. The board of directors will have power to:

- (a) Adopt and publish rules and regulations governing the use of the common areas and facilities, including the personal conduct of the members and their guests in using them; and to establish penalties for infractions of such rules and regulations;
- (b) Suspend the voting rights and right to use of the recreational facilities of any member during any period in which such member is in default in the payment of any assessment levied by the association. Such rights may also be suspended after notice and hearing, for a period not to exceed 30 days for infraction of published rules and regulations;
- (c) Exercise on behalf of the association all powers, duties, and authority vested in or delegated to the association and not specifically reserved to the membership by the declaration, articles of incorporation, or by other provisions of these bylaws;
- (d) Declare the office of a member of the board of directors to be vacant in the event that such member is absent from three consecutive regular meetings of the board of directors; and
- (e) Employ a manager, independent contractors, and such other employees as they may deem necessary, and to prescribe their duties.

Section 6. Duties. It will be the duty of the board of directors to:

- (a) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement of such acts and affairs to the members at each annual meeting, or at any special meeting at which such a statement is requested in writing by one-fourth of the Class A members entitled to vote at the meeting;

- (b) Supervise all officers, agents, and employees of the association and see to it that their duties are properly performed;
- (c) As more fully provided in the declaration, to:
  - (1) Fix the amount of the annual assessment against each lot at least 30 days in advance of each annual assessment period;
  - (2) Send written notice of each assessment to every owner subject to the assessment at least 30 days in advance of each annual assessment period; and
  - (3) Foreclose the lien against any property for which assessments are not paid within 30 days after the due date, or to bring an action at law against the owner personally obligated to pay the same;
- (d) Issue, or cause an appropriate officer to issue, on demand by any person and on imposition of a reasonable charge, a certificate setting forth whether or not any assessment has been paid, a statement in a certificate to the effect that an assessment has been paid constituting conclusive evidence of such payment;
- (e) Procure and maintain adequate liability and hazard insurance on all property owned by the association;
- (f) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate; and
- (g) Cause the common area to be maintained.

Section 7. Term of Office. Members of the Board of Directors will be elected to two-year terms.

Section 8. Compensation. No director will receive compensation for any service he or she may render to the association. However, any director may be reimbursed for his or her actual expenses incurred in the performance of his duties.

Section 9. Removal. Any director may be removed from the board, with or without cause, by a majority vote of the members of the association. In the event of death, resignation, or removal of a director, his or her successor will be selected by the remaining members of the board and will serve for the unexpired term of his or her predecessor.

## **ARTICLE V. OFFICERS**

Section 1. Enumeration of Offices. The officers of the association will be a president and secretary, who will at all times be members of the board of directors, and a vice president, treasurer, and such other officers as the board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers will take place at the first meeting of the board of directors following each annual meeting of members.

Section 3. Term. The officers of the association will be elected annually by the board. Each will hold office for a term of 1 year unless he or she will sooner resign or will be removed or otherwise disqualified to serve.

Section 4. Special Appointments. The board may elect such other officers as the affairs in the association may require, each of whom will hold office for such period, have such authority, and perform such duties as the board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office by the board at any time with or without cause. Any officer may resign at any time by giving written notice to the board, the president, or the secretary. Such resignation will take effect on the date of receipt of such notice or at any later time specified in the notice, and unless otherwise specified in the notice, the acceptance of such resignation will not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment of the board. The officer appointed to such vacancy will serve for the unexpired term of the officer he or she replaces.

Section 7. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person will simultaneously hold more than one of any of the other offices, except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

- (a) President. The president will preside at all meetings of the board of directors, will see that orders and resolutions of the board are carried out, will sign all leases, mortgages, deeds, and other instruments, and will cosign all checks and promissory notes.
- (b) Vice President. The vice president will act in the place of the president in the event of his or her absence, inability, or refusal to act, and will exercise and discharge such other duties as may be required of him or her by the board.
- (c) Secretary. The secretary will record the votes and keep the minutes of all meetings and proceedings of the board and of the members; keep the corporate seal of the association and affix it to all papers so requiring; serve notice of meetings of the board and of members; keep appropriate current records showing the members of the association together with their addresses; and perform such other duties as may be required by the board or by law.
- (d) Treasurer. The treasurer will receive and deposit in appropriate bank accounts all funds of the association and will disburse such funds as directed by resolution of the board of directors; will sign all checks and promissory notes of the association; will keep proper books of account; will prepare an annual

budget and statement of income and expenditures, a copy of which documents will be delivered to each member, and a report on which will be given at the regular annual meeting of members.

#### **ARTICLE VI. COMMITTEES**

The association will appoint an architectural committee, as provided in the declaration, and a nominating committee as provided in Article IV of these bylaws. In addition, the board of directors may appoint such other committees as it may deem appropriate in the performance of its duties.

#### **ARTICLE VII. 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 on the property against which such assessments are made. Any assessments which are not paid when due are considered delinquent. If an assessment is not paid within 10 days after the due date, the assessment bears interest from the date of delinquency at the rate of the lesser of 18% per annum or the highest rate permitted by applicable law, and a late penalty of Ten Dollars (\$10) per month to the Association in addition to the interest due. If the assessment is not paid within 30 days after the due date, the association may bring an action at law against the owner personally obligated to pay the same or may foreclose the lien against his or her property. Interest, costs, and reasonable attorney fees of any such action will be added to the amount of any assessment due. No owner may waive or otherwise escape liability for assessments by nonuse of the common area or abandonment of his or her lot.

#### **ARTICLE VIII. BOOKS AND RECORDS. INSPECTION**

The books, records, papers of the association will be subject to inspection by any member during ordinary business hours. The declaration, articles of incorporation, and bylaws of the association will be available for inspection by any member at the principal office of the association, where copies will be made available for sale at a reasonable price.

#### **ARTICLE IX. CORPORATE SEAL**

The corporate seal has been approved and shall be kept by the Secretary of the Board or his designee.

#### **ARTICLE X. FISCAL YEAR**

The fiscal year of the association will be the calendar year; except that the first fiscal period will begin on the date of incorporation and will end on December 31st of the year of incorporation.

#### ARTICLE XI. AUDIT OF FUNDS

Section 1. The funds of the Association will be audited by a committee appointed by the Board by resolution. Alternatively, the Board, by resolution, may elect to hire a professional or professional organization to conduct an annual review of funds.

Section 2. The Board will release an annual financial statement at the end of the fiscal year.

#### ARTICLE XII. AMENDMENTS

These bylaws may be amended at a regular or special meeting of members, by vote of a majority of a quorum of members present in person or by proxy.

#### ARTICLE XIII. CONFLICTS WITH ARTICLES OF INCORPORATION OR DECLARATION OF COVENANTS

In the case of any conflict between the articles of incorporation and these bylaws, the articles will control. In the case of any conflict between the declaration and these 'bylaws', the declaration will control.

EXECUTED this 21 day of February, 2018.

BRIAR MEADOWS CREEK OWNERS' ASSOCIATION, INC.  
a Texas Corporation

By: Peggy J. Bloomer

Name: Peggy J. Bloomer

Title: Secretary