

BYLAWS OF MONUMENT HILL  
PROPERTY OWNERS ASSOCIATION

ARTICLE 1

OFFICES

Principal Office

1.01. The principal office of the corporation in the State of Texas shall be located near the City of La Grange, in Fayette County, Texas.

Registered Office and Registered Agent

1.02. The corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such 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 in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE 2

MEMBERS

Classes of Members

2.01. The corporation shall have one (1) class of members. The designation of such class and the qualifications and rights of the members of such class shall be as follows:

The members of the corporation shall be those lot owners according to the Deed Records of Fayette County, Texas, in Bluff Haven and Monument Hill Subdivision Section 1-11 and Reserve A as defined in the Map or Plat Records of Fayette County, Texas; however, membership in the corporation shall be limited to those lot owners within the above mentioned subdivisions.

Voting Rights

2.02. Each member shall be entitled to one vote for each lot owned within area described in 2.01 above. Where one lot is owned by more than one member said members shall collectively be entitled to one vote. In the event of a ballot by mail the signature and vote of one member shall be assumed to represent all owners of the lot unless other signatures and votes are received. In the event of a vote at a meeting, if all owners of a lot are not present, those present will be granted the voting privilege for the lot. If signature vote's of two or more owners of a single lot are received and are not the same, the single vote shall be split proportionately. The same procedure shall be followed for a vote at a meeting.

Resignation

2.03. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to adhere to restrictions, pay any dues, assessments, or other charges theretofore accrued and unpaid or future dues, assessments or other charges accruing against any lot.

## Transfer of Membership

2.04. Membership in this corporation is not transferable or assignable.

## ARTICLE 3

### MEETINGS OF MEMBERS

#### Annual Meeting

3.01. An annual meeting of the members shall be held in July of each year for the purpose of electing Directors and for the transaction of other business as may come before the meeting. If the election of Directors shall not be held on the day of the July annual meeting, the Board of Directors shall cause the election to be held at a special meeting of the members called as soon as possible.

#### Special Meeting

3.02. Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth of the members having voting rights.

#### Place of Meeting

3.03. The Board of Directors may designate any place, either within or without the State of Texas, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Texas; but if all of the members shall meet at any time and place, either within or without the State, and consent to the holder of a meeting, such meeting shall be valid without call or notice, and at such meeting, any corporate action may be taken.

#### Notice of Meetings

3.04. Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than ten (10) nor more than fifty (50) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or these by-laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

#### Quorum

3.05. The members present at any meeting shall constitute a quorum at such meeting. A majority of the members present may adjourn the meeting from time to time without further notice.

#### Proxies

3.06. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. A proxy must state: 1) the date; 2) the number or legal description of lot or lots represented; 3) the name of the person authorized to vote; 4) the signature of all owners of the lot or lots.

## Voting by Mail

3.07 On any question to be determined by a vote by mail, such election shall be conducted in such a manner as the Board of Directors shall determine.

## ARTICLE 4

### BOARD OF DIRECTORS

#### General Powers

4.01. The affairs of the corporation shall be managed by its Board of Directors. Directors need not be residents of Texas, however must be members of the corporation.

#### Number, Tenure and Qualifications

4.02. The number of Directors shall be five (5). These Directors shall be elected from the membership of the corporation. Each Director shall hold office for a period of two (2) years, or until his successor shall have been elected and qualified. Three Directors shall be elected on even numbered years and two (2) on odd numbered years.

For the 1983 election five (5) Directors shall be elected. These Directors shall determine by lot two (2) of their number to serve a one (1) year term and three (3) to serve a two (2) year term. (This paragraph to be deleted from charter after July, 1983.)

#### Regular Meetings

4.03. A regular meeting of the Board of Directors shall be held without other notice than this bylaw, immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution the time and place, either within or without the State of Texas, for the holder of additional regular meetings of the Board without other notice than such resolution.

#### Special Meetings

4.04. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Texas, as the place for holding any special meetings of the Board called by them.

#### Notice

4.05. Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally or sent by mail to each Director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.



## Quorum

4.06. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

## Manner of Acting

4.07. The act of a majority of the Directors 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.

## Vacancies

4.08. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

## Compensation

4.09. Directors as such shall not receive any stated salaries for their services, but nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefor.

## Informal Action by Directors

4.10. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors.

## ARTICLE 5

### OFFICERS

#### Officers

5.01. The officers of the corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

#### Election and Term of Office

5.02. The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

5.03. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

#### Vacancies

5.04. A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

#### President

5.05. The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the members and of the Board of Directors. He may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have 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 corporation; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

#### Vice President

5.06. In the absence of the President or in the event of his inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in order of their election) shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him by the President or Board of Directors.

#### Treasurer

5.07. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article 6 of these bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

#### Secretary

5.08. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; give all notices in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation, and affix the seal of the corporation to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws; and, in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

5.09. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries in general shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

## ARTICLE 6

### CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

#### Contracts

6.01. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instruments in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

#### Checks and Drafts

6.02. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the corporation.

#### Deposits

6.03. All funds of the corporation shall be deposited in a timely manner to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

#### Gifts

6.04. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

## ARTICLE 7

### BOOKS AND RECORDS

7.01. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. All books and records of the corporation may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.

## ARTICLE 8

### FISCAL YEAR

8.01. The fiscal year of the corporation shall begin on the first day of January and end on the last day in December in each year.



## MAINTENANCE CHARGES

9.01. The Board of Directors may determine from time to time the monthly maintenance charge payable to the corporation by the members of each class limited by the maintenance fund restrictions referred to in 2.01 above.

### Payment of Maintenance Charges

9.02. Maintenance charges shall be payable in advance quarterly. Charges shall be due according to the following schedule:

First Quarter	January 1
Second Quarter	April 1
Third Quarter	July 1
Fourth Quarter	October 1

Maintenance charges for a new owner and the prior owner will be prorated from the first of the month nearest the change of ownership of the lot.

### Default and Termination of Membership

9.03. When any member of any class shall be in default in the payment of maintenance charges of four quarterly payments from the beginning of the period for which maintenance charges became payable, his voting rights under 2.03 above shall be terminated by the Board of Directors, in an official meeting of the Board. Additionally, the Secretary of the Board shall notify the County Clerk of such unpaid quarterly payments.

## ARTICLE 10

### SEAL

10.01. The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words, "Corporate Seal of Monument Hill Property Owners Association."

## ARTICLE 11

### WAIVER OF NOTICE

11.01. Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## ARTICLE 12

### AMENDMENTS TO BYLAWS

12.01. These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority of the members present at the Annual Meeting (3.01) or by a majority of the members present at a special meeting (3.02).

DATE: 6-16-83

Warren Kubecka  
Warren Kubecka

DATE: 6-16-83

Margaret Burton  
Margaret Burton

DATE: 6-16-83

Ted Wolfram  
Ted Wolfram

DATE: 6-16-83

Debbie Higgins  
Debbie Higgins

DATE: 6-16-83

Fred Weaver  
Fred Weaver