

**CERTIFICATE FOR
RECORDATION OF DEDICATORY INSTRUMENT OF
BTX CONDOMINIUM ASSOCIATION, INC.**

STATE OF TEXAS

§

KNOW ALL MEN BY THESE PRESENTS:

COUNTY OF JOHNSON

§

§

WHEREAS, Section 202.006 of the Texas Property Code requires that “A Property Owners’ Association shall file its dedicatory instruments in the Real Property Records of each county in which the Property to which the dedicatory instruments relates is located.”; and

WHEREAS, BTX Condominium Association, Inc., a Texas nonprofit corporation (the “Association”) desires to comply with Section 202.006 by filing of record in the Real Property Records of Johnson County, Texas, the attached instrument; and

WHEREAS, the attached instrument constitutes a “dedicatory instrument” as defined by Section 202.001 of the Texas Property Code; and

WHEREAS, the Declaration of Covenants, Conditions and Restrictions for BTX Condominium Association, Inc., Executed by BTX Old Town, LLC, as Declarant, and recorded on or about _____ at Instrument _____ in the Real Property Records of Johnson County, Texas, including any amendments thereof, additions, annexations and supplements thereto and entitled “Declaration of Covenants, Conditions and Restrictions for BTX Condominium Association” (the “Declaration”) subjected to the scheme of development therein certain land described in the Declaration and Bylaws of the Association and located in Johnson County, Texas;

NOW THEREFORE, the undersigned authorized representative of the Association hereby executes this Certificate to effect the recording of the dedicatory instrument attached hereto on behalf of the Association.

[signature page follows]

EXECUTED this ___, day of May, 2023

BTX Condominium Association, Inc.,
A Texas non-profit corporation

By: _____
Rocky Bransom, President and Director
BTX Condominium Association, Inc.

STATE OF TEXAS

§

COUNTY OF JOHNSON

This instrument was acknowledged before me on the ___, day of May, 2023 by Rocky Bransom, President and duly authorized representative of BTX Condominium Association, Inc., a Texas nonprofit corporation, on behalf of said corporation.

Notary Public in and for the State of Texas

After Recording, Return to:
Manning & Meyers, Attorneys at Law
4340 N. Central Expressway, Suite 200
Dallas, TX 75206

BYLAWS OF BTX CONDOMINIUM ASSOCIATION

Johnson County, Texas

Declarant

BTX Old Town, LLC

Address

236 E. Ellison Street

Burleson, TX 76028

**BYLAWS OF
BTX CONDOMINIUM ASSOCIATION, INC.**

<u>Article</u>	<u>Page</u>
1.00 <u>Adoption and Interpretation of Bylaws</u>	5
1.01 Definitions	5
1.02 Interpretation and Severability	6
1.03 Articles and Other Headings.....	6
1.04 Adoption, Amendment, and Repeal of Bylaws	6
2.00 <u>Name, Location, Purpose & Parties</u>	6
2.01 Name	6
2.02 Registered Office & Registered Agent.....	6
2.03 Purpose.....	6
2.04 Parties.....	7
3.00 <u>Directors and Directors' Meetings</u>	7
3.01 Management by Directors.....	7
3.02 Nomination.....	7
3.03 Election.....	7
3.04 Term of Office.....	7
3.05 Compensation	7
3.06 Vacancies	8
3.06 (a) Declaration of a Vacancy.....	8
3.06 (b) Filling Vacancies by Directors.....	8
3.06 (c) Filling Vacancies by Members	8
3.07 Removal of Directors.....	8
3.08 Action by Consent of Board Without Meeting & Telephone Meetings	8
3.09 Location of Meetings.....	9
3.10 Regular Meetings	9
3.11 Special Meetings	9
3.12 Quorum	9
3.13 Open Meetings	10
3.14 Executive Session	10
3.15 Conduct of Meetings	10
3.16 Indemnification of Directors and Officers.....	10
3.17 Insuring Directors, Officers, and Employees	10
3.18 Board Committees – Authority to Appoint	11
3.19 Proxies	11
3.20 Powers of the Board of Directors.....	11
4.00 <u>Members and Members' Meetings</u>	13
4.01 Membership	13
4.02 Voting Rights	14
4.03 Transfer & Severability of Membership	14

4.04	Resignation	14
4.05	Annual Meetings	14
4.06	Action without Meeting	15
4.07	Failure to Call Annual Meeting	15
4.08	Conduct of Meetings	15
4.09	Notice of Meetings	15
4.10	Special Meetings	15
4.11	Quorum	16
	4.11 (a) Quorum of Members	16
	4.11 (b) Adjournment for Lack of Quorum.....	16
4.12	Voting at an Election of Directors	16
4.13	Proxies	16
4.14	Means of Voting	16
4.15	Annual Dues	16
4.16	Payment of Dues	17
5.00	<u>Officers</u>	17
5.01	Title and Appointment	17
5.02	Removal and Resignation	17
5.03	Vacancies.....	17
5.04	Compensation	17
5.05	President	17
5.06	Vice President.....	17
5.07	Secretary.....	18
5.08	Treasurer	18
6.00	<u>Authority to Execute Instruments</u>	18
6.01	No Authority Absent Specific Authorization	18
6.02	Execution of Certain Instruments.....	18
7.00	<u>Corporate Records and Administration</u>	19
7.01	Minutes of Corporate Meetings.....	19
7.02	Books of Account and Annual Reports.....	19
7.03	Membership Roster.....	19
7.04	Corporate Seal.....	19
7.05	Fiscal Year	19
7.06	Loans to Officers and Directors.....	19
7.07	Waiver of Notice and Consent to Action.....	20
7.08	Interpretation.....	20

ARTICLE ONE – ADOPTION AND INTERPRETATION OF BYLAWS

1.01 Definitions

In these Bylaws:

“Association” shall mean BTX Condominium Association, Inc.

“Board of Directors” has the meaning set forth in Section 22.011(1) of the Texas Business Organizations Code (the “TBOC”): the group of persons vested with the management of the affairs of the Association, regardless of the name used to designate the group.

“Director” has the meaning set forth in Section 1.001 of the TBOC: an individual who serves on the Board of Directors.

“Corporation” means the Association formed as described in Article 2.01 of these Bylaws. More specifically, it shall mean BTX Condominium Association, Inc.

“Governing authority” has the meaning set forth in Section 1.002(35)(A) of the TBOC: a person or group of persons who are entitled to manage and direct the affairs of the Association and the governing documents of the Association. This shall include, but is not limited to the following:

- a) The Board of Directors or other persons authorized to perform the functions of the Board of Directors;
- b) The Architectural Control Committee;
- c) Any Committee set up by the Board of Directors.

“Governing documents” has the meaning set forth in Section 1.002(36) of the TBOC: the Certificate of Formation, the Declaration, the Bylaws and other documents or agreements adopted by the Association under the TBOC to govern the internal affairs of the Corporation.

“Governing person” has the meaning set forth in Section 1.002(37) of the TBOC: a person serving as part of the governing authority of the Association.

“Signature” had the meaning set forth in Section 1.002(82) of the TBOC: any symbol executed or adopted by a person with present intention to authenticate a writing. Unless the context requires otherwise, the term includes a digital signature, an electronic signature, and a facsimile of a signature.

“TBOC” means the Texas Business Organizations Code, as amended from time to time.

“Writing” or “written” has the meaning set forth in Section 1.002(89) of the TBOC: an expression of words, letters, characters, numbers, symbols, figures, or other textual information that is inscribed on a tangible medium or that is stored in an electronic or other medium that is retrievable in a perceivable form. Unless the context requires otherwise, the term includes stored or transmitted electronic data, electronic transmissions, and reproductions of writings; and does not include sound or video recordings of speech other than transcriptions that are otherwise writings.

1.02 Interpretation and Severability

These Bylaws are governed by, and shall be construed in accordance with the laws of the State of Texas. If any provision of these Bylaws or the application thereof to any person or circumstance is held invalid or unenforceable, the remainder of these Bylaws and the application of that provision to other persons or circumstance are not affected thereby, and that provision shall be enforced to the greatest extent permitted by the applicable law.

1.03 Articles and Other Headings

The articles and other headings contained in these Bylaws are for reference purposes only and will not affect the meaning or interpretation.

1.04 Adoption, Amendment, and Repeal of Bylaws

The Board of Directors may alter, amend, or repeal these Bylaws, and adopt new Bylaws. All amendments may be upon advice of counsel as to legal effect. Bylaw changes shall take effect upon adoption unless otherwise specified. Notice of Bylaw changes shall be given to the Members of the Association prior to their taking effect.

The Members of the Association may alter, amend, or repeal these Bylaws, and adopt new Bylaws by affirmative vote of 67% of the votes within the Association. All amendments may be upon advice of counsel as to legal effect.

ARTICLE TWO – NAME, LOCATION, PURPOSE & PARTIES

2.01 Name

The name of the Association is BTX Condominium Association, Inc. (the “Association”). The Association is a non-profit corporation organized under the Texas Non-Profit Corporation Act. The principal office of the Association shall be located at 236 E. Ellison Street, Burleson, Texas 76028. But meetings of the Members and Directors may be held in Johnson County or any contiguous County.

2.02 Registered Office & Registered Agent

The address of the original Registered Office and name and address of the original Registered Agent are set forth within the Certificate of Formation, as duly filed with the Texas Secretary of State is: Casey Meyers, 4340 N. Central Expressway, Suite 200, Dallas, TX 75206

The registered agent or registered office may be changed by vote of the Majority of the Board of Directors provided that the new registered agent or registered office is located within Johnson County, Texas or a contiguous county. Upon such change of registered office or agent, notice of such must be provided to the Texas Secretary of State.

The current Registered Agent for Service of Process is Casey Meyers whose address is Casey Meyers, 4340 N. Central Expressway, Suite 200, Dallas, TX 75206.

2.03 Purpose

The purpose for which the Association is formed is to govern the commercial area of BTX Condominium Association, Inc., situated in Johnson County, Texas, which Property is described in that certain Declaration of Covenants, Conditions and Restrictions for BTX Condominium Association, Inc. (the “Declaration”) and recorded in the Real Property Records of Johnson County, Texas.

2.04 Parties

All present or future Owners, tenants or future tenants of any Condominium, or any other person who might use in a manner the facilities or Common Properties are subject to the provisions and the regulations set forth in these Bylaws. The mere acquisition, lease or rental of any Condominium or the mere act of occupancy of a Condominium will signify that these Bylaws are accepted, approved, ratified and will be complied with.

ARTICLE THREE – DIRECTORS AND DIRECTORS’ MEETINGS

3.01 Management by Directors

The affairs of this Association shall be managed by a Board of no less than three (3) but no more than five (5) Directors (herein, the “Board” or “Board of Directors”), all of whom must be Owners or, where such Owner is not an individual person, an officer, Director, shareholder, partner or representative of an Owner. The number of Directors may be changed by amendment to these Bylaws. The initial number of directors shall be three but may be increased to five upon the affirmative vote of the directors of the Association.

3.02 Nomination

Nominations for election to the Board shall be made from the floor at the annual meeting. Such nominations must be made from Owners or, where such Owner is not an individual person, an officer, Director, shareholder, partner or representative of an Owner.

3.03 Election

Directors shall be elected by Members at the annual meeting. At such elections 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 these Bylaws. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

3.04 Term of Office

All Directors shall serve for a term of two (2) years. The expired term of a Member of the Board of Directors must be filled by an election of the Owners of the Association unless otherwise permitted by law or these Bylaws.

In order to establish overlapping terms for the Board, the first election for the Board of Directors will have two (2) Directors elected for two (2) years and the remaining Directors shall be elected for a term of one (1) year. Upon the expiration of their initial terms, all directors shall serve a term of two (2) years.

3.05 Compensation

Members of the Board of Directors shall serve without Compensation. However, Directors may be reimbursed for actual expenses incurred in the performance of his or her duties of office. No loans may be made by the Association to any officer or Director of the Association.

3.06 Vacancies

Vacancies on the Board of Directors shall exist upon: (1) the failure of the Members to elect the full authorized number of Directors to be voted for at any Members' meeting at which any Director is to be elected; (2) a declaration of vacancy under Sub-article 3.06(a) of these Bylaws; (3) an increase in the authorized number of Directors; or (4) the death, resignation, or removal of any Director.

3.06(a) Declaration of a Vacancy

A Majority of the Board of Directors must declare the office of a Director vacant if the Director is adjudged incompetent by a court; is convicted of a felony or a crime involving moral turpitude; or fails to accept the office of Director, either by a letter of acceptance or by attending a meeting of the Board of Directors, within thirty (30) days of notice of election.

3.06(b) Filling Vacancies by Directors

Vacancies other than those caused by an increase in the number of Directors may be filled by majority vote of the remaining Directors at the next Board Meeting even if the number of Directors present at such meeting constitutes less than a quorum. If only one Director remains, that Director shall constitute a quorum of the Board and may fill the remaining vacancies upon his vote. Each Director appointed to fill a vacancy shall serve the entire unexpired term of his predecessor. Vacancies reducing the number of Directors to fewer than three (3) shall be filled before the transaction of any other business.

3.06(c) Filling Vacancies by Members

Any vacancy of the Board of Directors caused by an increase in the number of Directors shall be filled by the Members at the next annual meeting or at a special meeting called for that purpose. Upon the resignation of a Director tendered to take effect at a future time, the Board or the Members may elect a successor to take office when the resignation becomes effective.

3.07 Removal of Directors

The entire Board may be removed from office, with or without cause, by a vote of Members holding a majority of the votes of the Association. Any individual Director may be removed from the Board, with or without cause, prior to the expiration of his term of office by a vote of Members holding a majority of the votes. Any Director who has three (3) consecutive unexcused absences from the regularly scheduled Board meetings may be removed by a majority of the Directors present at a regular or special Board meeting at which a quorum is present, and a successor may be appointed by the Board to fill the vacancy for the remainder of the term.

3.08 Action by Consent of Board Without Meeting & Telephone Meetings

The Board may meet by any method of communication, including electronic and telephonic, without prior notice to Owners, if each Director may hear and be heard by every other Director, or the Board may take action by unanimous written consent to consider routine and administrative matters or a reasonably unforeseen emergency or urgent necessity that requires immediate Board action. Any action taken without notice to Owners 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 meeting. The Board may not, without prior notice to Owners. Notice to owners may be given electronically, placed online on a public or private internet website, or placed within a conspicuous

place within the community. Notice to Owners must be given between three and thirty days before each Board Meeting.

If the Board takes an action by unanimous written consent, an explanation of the action taken must be sent by mail or electronic mail to all Directors within three days after the written consent of all Directors has been obtained.

3.09 Location of Meetings

Meetings of the Board of Directors shall be held at the principal office of the Association, or at such other location in or outside the State of Texas as may be provided by or fixed in accordance with the Board of Directors. The location of a meeting means either the physical location of the meeting, or in the case of a meeting by remote communications technology described below, the form of communications system to be used for the meeting and the means of accessing that communications system.

3.10 Regular Meetings

Regular meetings of the Board of Directors shall be held immediately following each annual Members' meeting. Regular meetings of the Board shall also be held on a monthly basis, except when no new business is pending, within Johnson County or a contiguous county, at such hour as may be fixed from time to time by resolution of the Board. Notice of the agenda and place of meeting shall be delivered either personally, by mail, by telephone or facsimile communication to the Board Members not less than four (4) days prior to the meeting. However, notice of a meeting need not be given to Board Members who have signed a waiver of notice or a written consent to the holding of the meeting. Attendance in person at a meeting, except where such Director 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, shall constitute waiver of notice and such Director's consent to the holding of said meeting. Participation by a Director in a meeting by telephone or similar communication equipment shall constitute waiver of notice and attendance in person at such meeting.

3.11 Special Meetings

Special meetings of the Board of Directors for any purpose may be called at any time by the President or, if the President is absent or unable or refuses to act, by any Vice President or any two Directors. Written notice of the special meeting, stating the time and location of the meeting, shall be delivered to each Director, either by facsimile transmission, by mail, or by electronic message not later than ten (10) days before the day appointed for the meeting, or personally delivered so as to be received by each Director not later than two (2) days before the day appointed for the meeting. The notice may include a tentative agenda, but the meeting shall not be confined to any agenda included with the notice, and none is required.

Upon providing notice, the Secretary or other office sending notice shall sign and file in the Company Record Book a statement of the details of the notice given to each Director.

3.12 Quorum

The presence throughout any Director's meeting, or adjournment thereof, of a majority of the authorized number of Directors shall be necessary to constitute a quorum to transact any business, except to adjourn. If a quorum is present, every act done or resolution passed by a majority of the Directors present and voting shall be the act of the Board of Directors, unless the act of a greater number is required

by law, the Certificate of Formation, or these Bylaws. Directors present by proxy shall be counted towards a quorum.

3.13 Open Meetings

All meetings of the Board shall be open to all Members, but Members other than Directors may not participate in any discussion or deliberation unless expressly so authorized by a majority of a quorum of the Board. Members may not attend Board Meetings held in executive session.

3.14 Executive Session

The Board may, with approval of a majority of a quorum, adjourn a meeting and reconvene in executive session to discuss and vote upon actions involving personnel, pending or threatened litigation, contract negotiations, enforcement actions, confidential communications with the Property Owners' association's attorney, matters involving the invasion of privacy of individual Owners, or matters that are to remain confidential by request of the affected parties and agreement of the Board. 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.

3.15 Conduct of Meetings

The President shall chair all meetings of the Board of Directors. In the President's absence, the Vice President or a Chairman chose by a majority of the Directors present shall preside. The Secretary of the Association shall act as Secretary of the Board of Directors' meetings. When the Secretary is absent from any meeting, the Chairman may appoint any person to act as Secretary of that meeting.

3.16 Indemnification of Directors and Officers

Except in cases of fraud, willful malfeasance, gross negligence or bad faith of the Director or officer in the performance of duties, and subject to the provisions of applicable Texas law, each Director and officer shall be indemnified by the Association and the Members against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him or her by judgment or settlement in connection with any proceeding to which he or she may be a party, or may become involved by reason of being or having been a Director or officer of the Association. The Association may indemnify its officers and Directors to the extent permitted by the Texas Non-Profit Corporation Act.

3.17 Insuring Directors, Officers, and Employees

The Association shall purchase and maintain insurance or another arrangement on behalf of any person who is or was a Director, officer, employee, or agent of the Corporation or who is or was serving at its request as a Director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic Corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise against any liability asserted against him and incurred by him in such capacity or arising out of his status as such a person, whether or not the Association would have the power to indemnify him against liability pursuant to the provisions of the Texas Non-Profit Corporation Act. Furthermore, the Association may, for the benefit of persons indemnified by the Association, (i) create a trust fund; (ii) established any form of self insurance; (iii) secure its indemnity obligation by grant of a security interest or other lien on the assets of the Association; or (iv) establish a letter of credit, guarantee, or surety agreement.

3.18 Board Committees – Authority to Appoint

By resolution adopted by the majority of the Directors in office, the Board of Directors may designate one or more management committees to have and exercise the authority of the Board in the management of the Association to the extent provided by the resolution, the Certificate of Formation, or these Bylaws. Each management committee must consist of at least two (2) persons. All persons serving on the committee are required to be Directors. The Board shall have the power to change the powers and Membership of, fill vacancies in, and dissolve any committee at any time. The designation of any committee and the delegation of authority thereto shall not operate to relieve the Board of Directors, or any Member thereof, of any responsibility imposed by law. The Board may also elect or appoint non-management committees, but these committees shall not conduct the business of the Association.

The authority to appoint a committee includes, but is not limited to, the ability to appoint an Architectural Control Committee and a Townhome Committee. In addition, the Board shall appoint other committees as deemed appropriate in carrying out its purpose.

3.19 Proxies

A Director may vote in person or by proxy executed in writing by the Director. No Proxy executed by a Member of the Board of Directors for purposes of voting at a Board Meeting shall be valid after six (6) months from the date of its execution. Each proxy shall be revocable unless expressly provided therein to be irrevocable and otherwise irrevocable by law.

3.20 Powers of the Board of Directors

The affairs of the Association shall be conducted by the Board of Directors. In addition to the powers and duties enumerated in the Declaration or elsewhere herein, and without limiting the generality thereof, the Board, for the mutual benefit of the Members, shall have the powers and duties set forth in the Declaration and the following powers and duties:

- a) If, as and where the Board, in its sole discretion, deems necessary it may take such action to enforce the terms and provisions of the Declaration, the Articles of Incorporation and these Bylaws by appropriate means and carry out the obligations of the Association thereunder, including without limitation, the expenditure of funds of the Association, the employment of legal counsel and accounting services, the commencement of legal causes of action, the promulgation and enforcement of the Association Rules and Regulations which may include the establishment of a system of fines and/or penalties enforceable as Special Individual Assessments as provided in the Declaration and to enjoin and/or seek legal damages from any Owner for violation of such provisions or rules;
- b) To acquire (free and clear of any encumbrances), maintain and otherwise manage all or any part of the Common Properties and all facilities, improvements and landscaping thereon, and all personal property acquired or owned by the Association;
- c) Except as may otherwise be provided in the Declaration, to act on behalf of the Association (i) to dedicate, or gauge or sell all or any real property of the Association upon approval by at 67% vote of all members and (ii) at Board discretion all personal property acquired or owned by the Association;

- d) To execute all declarations of Ownership for tax assessment purposes and to pay any and all real and personal property taxes and other charges or assessments assessed against the Common Properties, if any, and less the same or separately assessed to all or any of the Owners, in which event such taxes shall be paid by such Owner's;
- e) To obtain, for the benefit of the community properties, all water, gas and electrical services, refuse collections, landscape maintenance services and other services which in the opinion of the Board shall be necessary or proper;
- f) To make such dedications and grant such easements, licenses, franchises and other rights which in its opinion are necessary for street, right of way, utility, sewer, drainage and other similar facilities or video services, cable television services, security services, communication services and other similar services over the Common Properties to serve the properties or any part thereof;
- g) To contract for and maintain such policy or policies of insurance as may be required by the Declaration or as the Board deems necessary and desirable in furthering the purpose of protecting the interest of the Association and its Members;
- h) To borrow funds to pay costs of operation secured by and limited to Assessments in Arrears to the extent deemed advisable by the Board of Directors;
- i) To enter into contracts for legal and accounting services, maintain one or more bank accounts, and generally, to have the powers necessary or incidental to the operation and management of the Association and the Common Properties;
- j) If, as and when the Board, in its sole discretion, deems necessary it may, but shall not be obligated to, take action to protect or defend the Common Properties or other properties of the Association from loss or damage by suit or otherwise;
- k) If, as and when the Board in its sole discretion, deems it necessary it may, but shall not be obligated to, sue in any court of law on behalf of the Association one (1) or more of its Members;
- l) To establish and maintain a working capital and/or contingency fund in amount to be determined by the Board;
- m) To establish, make, amend from time to time and enforce compliance with reasonable Rules and Regulations for the operation and use of the Common Properties by any means authorized under the Declaration, Bylaws or Articles of Incorporation which shall include the right to impose reasonable monetary fines;
- n) To make an unaudited annual report available after each fiscal year to each Owner and any individual or entity holding a mortgage or deed of trust on any condominium;
- o) To adjust the amounts, collect and use any insurance proceeds to repair damage or replace lost property owned by the Association, and should the proceeds be insufficient to repair damage or

replace lost property owned by the Association, to assess the Members proportionate amounts to cover the deficiency;

- p) To delegate its powers and duties to committees, officers or employees as provided in these Bylaws, employee manager or managing agent or other persons and contract with independent contractors or agents who have professional experience to perform all or any part of the duties and responsibilities of the Association, provided that any contract with the person or entity appointed as a manager or managing agent shall be terminable with or without cause on not more than ninety (90) days written notice by the Association and shall have a term of not more than one (1) year with successive one (1) year renewal periods upon the mutual agreement of the parties;
- q) To cause to be kept a complete record of all of its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members, or any special meeting when such statement is requested in writing by 25% or more of the outstanding votes of the Members;
- r) To elect the Officers of the Association;
- s) To fill vacancies on the Board in accordance with these Bylaws;
- t) Generally, to have any and all powers necessary or incidental to the operation and management of the Association and the Common Properties.
- u) To adopt and amend rules regulating the collection of delinquent assessments and the application of payments;
- v) To adopt and amend Rules and Regulations for the governing the use and occupancy of Common Areas, Common Properties, and condominiums within the Association;
- w) To adopt and amend Rules & Regulations regarding the renting of units within the Association; and
- x) To purchase insurance as required by the Declaration.

ARTICLE FOUR – MEMBERS AND MEMBERS’ MEETINGS

4.01 Membership

Each and every Owner shall automatically be a Member of the Association without the necessity of any further action on his part, subject to the terms of the Declaration, the Articles of Incorporation, these Bylaws, and the Rules and Regulations with respect to the Common Properties from time to time promulgated by the Association. Membership shall be appurtenant to and may not be separated from the interest of such Owner in any portion of the Property. Ownership of any portion of the Property shall be the sole qualification for being a Member.

No person or entity shall be a Member by reason of Ownership of any Easement, right-of-way, or mineral interests in any particular piece of Property. Any person or entity that holds an interest in and to

all or any part of the Property merely as a security for the performance of an obligation shall not be a Member.

4.02 Voting Rights

Members of any class(es) entitled to vote shall have one (1) vote on each matter submitted to a vote of the Members. The weight of each member's vote is based upon each unit's fractional interest in the common elements as set forth within Appendix B to the Declaration.

Where there are multiple Owners of a condominium it is not intended by any provision of the Declaration or these Bylaws that each of said Owners shall be entitled to cast the vote for the unit. When more than one person or entity owns the interest or interests in any condominium, as required for Membership in the Association, each and every person or entity shall exercise their vote as they among themselves, collectively determined and they shall designate one person to cast the vote or execute a written consent, as applicable. If such Owners are unable to agree among themselves as to how one vote per condominium shall be cast, they shall forfeit the right to vote on the matter in question. If more than one person or entity purports to exercise the voting rights with respect to any such condominium on any matter in question, none of such votes shall be counted in tabulating the vote on such matter and such votes shall be deemed void.

4.03 Transfer and Severability of Membership

Membership may not be severed from the property nor may it be in any way transferred, pledged, mortgaged or alienated except upon the sale or assignment of the Owner's interest in all or any part of the property and then only to the purchaser or assignee as the new Owner thereof. Any attempt to make a prohibited severance, transfer, pledge, mortgage or alienation shall be void and of no further force or effect, and will be so reflected upon the books and records of the Association. Any transfer of the fee title to a condominium, tract or parcel of real estate out of or part of the properties shall automatically operate to transfer Membership to the new Owner thereof.

4.04 Resignation

Any Member may resign by filing a written resignation with the Secretary of the Association, but such resignation shall not relieve the Member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid. Such resignation shall have no force or effect upon any transferee(s) of the property.

4.05 Annual Meetings

The time, location, and date of the annual meeting of the Members of the Association, for the purpose of electing Directors and for the transaction of any other business as may come before the meeting, shall be set by a majority vote of the Board of Directors. The annual meeting must take place in Johnson County, Texas. If the day fixed for the annual meeting is a legal holiday in the State of Texas, such meeting shall be held on the next succeeding business day. If the election of Directors is not held on the day thus designated for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Members as soon thereafter as possible.

4.06 Action without Meeting

Any action that may be taken at a meeting of the Members under any provision of the Texas Business Organizations Code, Texas Property Code or any other State or Federal Law may be taken without a meeting so long as that action is permissible under State and Federal Law. Action may be taken without

a meeting if each person entitled to vote on the action signs a written consent stating the action may be taken and the consent is filed with the Secretary of the Association. Such written consent shall have the same effect as a unanimous vote at a meeting. Each such signed consent, or a true copy thereof, shall be placed in the Company Record Book.

4.07 Failure to Call Annual Meeting

If the Board of Directors fails to call the annual meeting of Members at the designated time, a Member of the Association may demand that the meeting be held. The demand must be made in writing via certified mail return receipt requested and sent to the registered agent of the Association. A copy of the notice must be sent to each Owner who is a Member of the Association. If no meeting is called within 30 days pursuant to the Owners demand three or more Owners may form an election committee. The committee shall file written notice of its formation with the Johnson County Clerk. The notice must state that the election committee has been formed; that its sole purpose is to call a meeting of the Owners for the purposes of electing Board Members; the name and residential address of each committee Member; the name of the subdivision; and it must be signed and notarized by each committee Member. The committee may call a meeting of the Members of the Association for the sole purpose of electing Board Members. The committee must hold a successful election within four months or it is dissolved.

4.08 Conduct of Meetings

Members' meetings shall be chaired by the President, or, in the President's absence, a Vice President or any other person chosen by a majority of the Members present in person or by proxy and entitled to vote. The Secretary of the Association, or, in the Secretary's absence, an Assistant Secretary, shall act as Secretary of the Member's meetings. In the absence of the Secretary or Assistant Secretary, the Chairman of the meeting shall appoint another person to act as Secretary of the meeting.

4.09 Notice of Meetings

Written notice of a Members' meeting, stating the location, date, and time of the meeting, and if the meeting is a special meeting, the purpose or purposes for which the meeting is called, shall be delivered to each Director and to each Member entitled to vote at the meeting. The location refers to either the physical location of the meeting or, in the case of an alternative form of meeting, the form of communications system to be used for the meeting and the means of accessing that communications system. Notice shall be delivered in accordance with the provisions of the Texas Property Code. The notice shall be addressed to each recipient at such address as appears in the Association's records or as the recipient has given the Association for the purpose of notice. Notice of the reconvening of an adjourned meeting is not necessary unless the meeting is adjourned more than thirty (30) days past the date stated in the notice, in which case notice of the adjourned meeting shall be given as in the case of any special meeting.

4.10 Special Meetings

A special Member's meeting may be called at any time by the President, the Board of Directors, or one or more Members holding fifty percent or more of all the votes entitled to be cast within the Association. Such meeting may be called for any purpose. Notice shall be sent in the matter described in Article 4.13 of these Bylaws.

4.11 Quorum

4.11(a) Quorum of Members

The presence, in person or by proxy, of Members entitled to cast, or of proxies entitled to cast, at least forty percent (40%) of the votes of all Owners, regardless of class, shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration or these Bylaws. If the required quorum is not present or represented at the meeting, one additional meeting may be called, subject to the notice requirements set forth below, and the required quorum at such second meeting shall be one-half (1/2) of the required quorum at the preceding meeting; provided, however, that no such second meeting shall be held more than 60 days following the first meeting.

4.11(b) Adjournment for Lack of Quorum

No business may be transacted in the absence of a quorum, or upon the withdrawal of enough Members to leave less than a quorum, other than to adjourn the meeting from time to time by the vote of a majority of the votes represented at the meeting.

4.12 Voting at an Election of Directors

A Member entitled to vote at an election of Directors is entitled to vote, in person or by proxy, for as many persons as there are Directors to be elected and for whose election the Member has a right to vote.

4.13 Proxies

At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary or the Association's managing agent at least 24 hours before the appointed time of each meeting. A Proxy shall be revocable and shall be valid until the adjournment of the meeting for which they were given, unless such meeting is adjourned and reconvened, in which case the proxy shall remain valid until such reconvened meeting is adjourned.

4.14 Means of Voting

A Member vote on any matter may be conducted by mail, by facsimile transmission, by electronic message, via electronic means, or by any combination of those methods. Any vote cast in an election or vote by a Member of the Association must be in writing and signed. Electronic votes constitute written and signed ballots.

4.15 Annual Dues

The Board of Directors may determine from time to time the amount of initiation fee, if any, and the annual dues payable to the Association.

4.16 Payment of Dues

Dues shall be payable in advance of the date specified by the Board of Directors. Dues of a new Member may be prorated from the first day of the month in which such new Member is elected to Membership, for the remainder of the fiscal year of the Association.

ARTICLE FIVE – OFFICERS

5.01 Title and Appointment

The officers of the Association shall include a President and a Secretary and may include one or more Vice Presidents, a Treasurer, and other officers and assistant officers as the Board may designate. Any two or more officers, except President and Secretary, may be held by the same person. All officers shall be elected by and hold office at the pleasure of the Board of Directors. The Board of Directors may delegate this power to appoint officers to any officer or committee, and such officer or committee shall have full authority over the officers they appoint, subject to the power of the Board as a whole. Election or appointment of an officer shall not itself create contract rights.

5.02 Removal and Resignation

Any officer may be removed, with or without cause, by a vote of a majority of the Directors at any meeting of the Board or, except in the case of an officer chosen by the Board of Directors, by any committee or officer upon whom that power of removal may be conferred by the Board. Any officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary of the Association. Any resignation shall take effect upon receipt or at any later time specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

5.03 Vacancies

Should any vacancy occur in any office of the Association, the Board of Directors may elect an acting successor to hold office for the unexpired term or until a permanent successor is elected.

5.04 Compensation

Officers shall receive no compensation for serving as Officers of the Association.

5.05 President

The President shall (i) preside at all meetings of the Board; (ii) see that orders and resolutions of the Board are carried out; (iii) sign all leases, mortgages, deeds and other written instruments; provided, however, that any duly authorized officer may sign checks and promissory notes; and (iv) shall perform such other duties as may be required by the Board.

5.06 Vice President

The Vice President shall (i) act in the place and stead of the President in the event of the President's absence, inability or refusal to act; and (ii) shall exercise and discharged such other duties as may be required by the Board.

5.07 Secretary

The secretary shall:

1. Record the votes and keep the minutes of all meetings in proceedings of the Board and of the Members;
2. Serve notice of meetings of the Board and of the Members;
3. Keep appropriate current records showing the Members of the Association together with their addresses;
4. Maintain, in the Company Record Book, a record of all Members of the Association, together with their current mailing addresses; and
5. In general, perform all duties incident to the office of Secretary, and such other duties as from time to time may be required by these Bylaws, by the President, by the Board of Directors, or by law.

5.08 Treasurer

The Treasurer, if any, shall:

1. Receive and deposit in appropriate bank accounts all monies of the Association;
2. Disperse such funds as directed by resolution of the Board;
3. Maintain the financial records of the Association;
4. Perform all the duties incident to the office of the Treasurer, and such other duties as from time to time may be assigned to the Treasurer by these Bylaws, by the President, by the Board of Directors, or by law.

ARTICLE SIX – AUTHORITY TO EXECUTE INSTRUMENTS

6.01 No Authority Absent Specific Authorization

These Bylaws provide certain authority for the execution of instruments. The Board of Directors, except as otherwise provided in these Bylaws, may additionally authorize any officer(s) or agent(s), to enter into any contract or execute and deliver an instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances. Unless expressly authorized by these Bylaws or the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Association to any contract or engagement nor to pledge its credit nor to render it liable monetarily for any purpose or in any amount.

6.02 Execution of Certain Instruments

Formal contracts, promissory notes, deeds, deeds of trust, mortgages, pledges, and other evidences of indebtedness of the Association, other corporate documents, and certificates of Ownership of liquid assets held by the Association must be signed by the President, Vice President and either the Secretary or the Treasurer, unless otherwise specifically determined by the Board of Directors or otherwise required by law.

ARTICLE SEVEN – CORPORATE RECORDS AND ADMINISTRATION

7.01 Minutes of Corporate Meetings

The Association shall keep records containing minutes of all meetings of the Members and of the Board of Directors. The minutes shall show the time and place of each meeting, whether the meeting was regular or special, the general content of what was discussed and voted on at the meeting, and the names of those present. Minutes of Member meetings shall also show the number of votes present or represented.

The minutes of the meetings of the Members and of the Board and of any committee shall be made available for inspection and copying by any Member or by the Members appointed representative, at any reasonable time in accordance with the Associations Document Request and Copying Policy.

Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of the Association and the physical Property owned by the Association. The rights of inspection by a Director includes the right to make extra copies of documents.

7.02 Books of Account and Annual Reports

The Association shall maintain current and accurate financial records with complete entries as to all financial transactions, including all income and expenditures, in accordance with generally accepted accounting principles. Based on these records, the Board of Directors or their appointed representative shall annually prepare or approve a report of the Association's financial activity for the preceding year. The report must conform to accounting standards as promulgated by the American Institute of Certified Public Accountants and must include a statement of support, revenue, and expenses, a statement of changes in fund balances, a statement of functional expenses, and a balance sheet for all funds.

7.03 Membership Roster

The Association shall keep a roster showing the names of the Members, their addresses, the date they became a Member, and the date any former Member's Membership terminated. The above-specified information may be kept on an information storage device, such as electronic data processing equipment, provided that the equipment is capable of reproducing the information in clearly legible form for the purposes of inspection by any Member, Director, officer, or agent of the Association during regular business hours.

7.04 Corporate Seal

The Board of Directors may but is not required to use a corporate seal. The signature of a Member of the Board of Directors shall have the same force and effect as the corporate seal.

7.05 Fiscal Year

The fiscal year of the Association shall be as determined by the Board of Directors upon the advice and consent of the Association's Certified Public Accountant and approved by the Internal Revenue Service.

7.06 Loans to Officers and Directors

The Association may not loan money to any of its Directors or Officers.

7.07 Waiver of Notice and Consent to Action

Meetings provided for in these Bylaws shall not be invalid for lack of notice if all persons entitled to notice either waive notice or consent to the meeting, in writing, or are present and do not object to the notice given. Waiver or consent may be given either before or after the meeting.

Attendance at a meeting shall constitute a waiver of notice of such meeting, unless a person participates in or attends a meeting solely to object to the transaction of business at the meeting on the ground that the meeting was not lawfully called or convened.

7.08 Interpretation

In the case of any conflict between the Articles of Incorporation and these Bylaws, the Bylaws shall control; in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control; and in the case of any conflict between the Declaration and the Laws of the State of Texas governing nonprofit corporations, the Laws of the State of Texas shall control; provided, however, to the extent reasonably practical, the Articles of Incorporation, Bylaws and Declaration shall be construed and interpreted together as consistent and non-conflicting documents, such being the intent thereof.

[signature page follows]

EXECUTED this ___, day of May, 2023

BTX Condominium Association, Inc.,
A Texas non-profit corporation

By: _____
Rocky Bransom, President and Director
BTX Condominium Association, Inc.

STATE OF TEXAS

§

COUNTY OF JOHNSON

This instrument was acknowledged before me on the ___, day of May, 2023 by Rocky Bransom, President and duly authorized representative of BTX Condominium Association, Inc., a Texas nonprofit corporation, on behalf of said corporation.

Notary Public in and for the State of Texas

After Recording, Return to:
Manning & Meyers, Attorneys at Law
4340 N. Central Expressway, Suite 200
Dallas, TX 75206