

**BY-LAWS OF  
TRAVIS LANDING PROPERTY OWNERS, INC.**

**ARTICLE I  
NAME**

The name of this Corporation shall be: TRAVIS LANDING PROPERTY OWNERS, INC.

**ARTICLE II  
OBJECTS**

The object of the Corporation is to create a Board of Directors. The property and affairs of the Corporation shall be managed and controlled by the Board of Directors. Subject to the restrictions imposed by law, the Articles of Incorporation or the By-Laws, the Board of Directors shall exercise all of the powers of the Corporation. All Board of Directors must be property owners. The Board of Directors objective is to protect the property owner's rights in the original Travis Landing subdivision as shown on that Plat recorded in Book 11, Page 35 of the Travis County Plat Records; to maintain and generally improve the appearance of the subdivision; to create rules and regulations regarding the use and maintenance of the common areas; and to draft and enforce deed restriction covenants.

**ARTICLE III  
MEMBERSHIP**

Every property owner within Travis Landing Subdivision as identified in Plat Book 11, Page 35 of the Travis County Plat Records shall be a member the Corporation and allotted one vote per lot owned.

**ARTICLE IV  
MAINTENANCE FEE**

The property owners shall, at the annual meeting in May of each year, set the maintenance fee assessment for each lot in order to carry out the objects of the corporation as set forth above. The maintenance fee assessment shall be due and payable each year 90 days after the annual meeting date. Non—payment of the annual maintenance fee assessment is subject to penalty under the current deed restrictions.

**ARTICLE V  
BOARD OF DIRECTORS - OFFICERS**

The officers of the Board of Directors shall consist of a President, Vice-President, Secretary, Treasurer, and other such officers as may from time to time be chosen by the property owners by election at the annual meeting held in May and will serve a two year term. Officers of the Board of Directors must be property owners within the Travis Landing Subdivision. The officers of the Board of Directors shall hold office until their successors are chosen. Any officer chosen or appointed may be removed either with or without cause at any time by the affirmative vote of a majority of the whole Board of Directors. If the office of any officer or officers becomes vacant for any reason, the vacancy shall be filled by the affirmative vote of a majority of the whole Board of Directors.

**ARTICLE VI  
PRESIDENT**

The President shall be the Chief Executive Officer of the Board of Directors. It shall be the President's duty to preside at all meetings of the property owners and general meetings of the Board of Directors; to have general and active management of the business of the Corporation; to see that all orders and resolutions of the Board of Directors are carried into effect; to execute all contracts, agreements, and other obligations and instruments in the name of the Corporation. The President shall have general supervision and direction of all the officers and voting members of the Board of Directors and shall see that their duties are properly performed. The President is responsible for seeing that the property owners are informed of Board decisions, activities and neighborhood events in a timely fashion. The property owners newsletter shall be published a minimum of three times per year from May to May and drafted under the direction of the President. The President shall submit a year end report of the operations of the Corporation to the Board of Directors at their meeting preceding the annual meetings. The year-end report shall be read to the property owners at their annual meeting in May. The President shall be an ex officio member of all standing committees, except the Nominating Committee, and shall have the general duties and power of supervision and management usually vested in the office of President of a Corporation.

## **ARTICLE VII** **VICE-PRESIDENT**

The Vice-President shall be vested with all powers and required to perform all the duties of the President in the President's absence or disability and shall perform such other duties as may be prescribed by the Board of Directors.

## **ARTICLE VIII** **PRESIDENT PRO TEM**

In the absence or disability of the President and the Vice-President, the Board of Directors may appoint from amongst the remaining board members a President pro tem.

## **ARTICLE IX** **SECRETARY**

The Secretary shall attend all meetings of the property owners and the Board of Directors. The Secretary shall act as clerk thereof and shall record all of the proceedings of such meetings in a book kept for historical purposes. The Secretary shall give proper notice of meetings to all property owners and Board of Directors and shall perform other duties as assigned by the President and the Board of Directors.

## **ARTICLE X** **TREASURER**

1. The Treasurer shall have custody of the funds and securities of the Corporation. The Treasurer shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The President, Treasurer and Secretary shall be on the signature card of all depositories designated by the Board of Directors.
2. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors or President, taking proper vouchers for such disbursements. The Treasurer shall render to the President and Board of Directors an account of all transactions as Treasurer and of the financial condition of the Corporation at each general meeting of the Board of Directors. The Treasurer shall submit a year end report of the operations of the Corporation to the Board of Directors at their meeting preceding the annual meetings. The year-end report shall be read to the property owners at their annual meeting in May.
3. The Treasurer shall maintain a current list of property owners and their current addresses, and shall inform the President and Secretary of any changes.

4. The Treasurer shall issue and sell numbered keys for park locks, and maintain an accurate list of numbered keys issued. No more than two keys may be issued or sold to any property owner regardless of the number of lots owned.

## **ARTICLE XI**

### **DUTIES OF THE BOARD OF DIRECTORS OFFICERS MAY BE DELEGATED**

In the case of the absence or disability of any officer of the Board of Directors or for any other reason deemed sufficient by a majority of the Board, the Board of Directors may delegate powers or duties of such officer to any other officer or to any voting member of the Board of Directors for the time being.

## **ARTICLE XII**

### **BOARD OF DIRECTORS – VOTING MEMBERS**

1. The number of Board of Directors voting members shall be six (6), but that number may be decreased (providing the decrease does not shorten the term of any incumbent Director) from time to time by amending the By-Laws, provided the number of Board of Directors voting members shall never be less than four (4). The total number of Board of Directors shall be ten (10) – four (4) officers and six (6) voting members - with each Director having one vote. In addition, the elected Board of Directors may appoint one (1) non-voting member.
2. Vacancies to the Board of Directors voting members shall be filled by the affirmative vote of a majority of the Board of Directors though less than a quorum of the Board of Directors. Any appointed Board of Director voting member shall hold office for the unexpired term of the predecessor.

## **ARTICLE XIII**

### **BOARD OF DIRECTORS – TERMS**

1. The term of all members of the Board of Directors shall be two (2) years and at each annual meeting the property owners shall elect Directors as their terms expire. The term of any appointed nonvoting Director shall be one (1) year.
2. There is no term limit for any Board of Directors member.
3. The election of the Board of Directors shall be as provided in these By-Laws, at such election the property owners or their proxies may cast, in respect to each vacancy, one vote per lot owned. The names receiving the largest number of votes shall be elected.

## **ARTICLE XIV**

### **POWER OF BOARD OF DIRECTORS**

1. The Board of Directors shall have, in addition to such powers as are hereinafter expressly conferred on it, all such powers as may be exercised by the Corporation, subject to the provisions of the statutes, the Certificate of Incorporation, and the By-Laws.
2. The Board of Directors shall have power:
  - (a) To appoint agents, clerks, assistants, factors, employees, and to dismiss them at its discretion, to fix their duties and emoluments, to change them from time to time, and to require security as it may deem proper.
  - (b) To confer on any officer of the Board of Directors the power of selecting, discharging, or suspending such employees.
  - (c) To determine by whom and in what manner the Corporation's bills, notes, receipts, acceptances, endorsements, checks, releases, contracts, or other documents shall be signed.

**ARTICLE XV**  
**MEETING OF THE BOARD OF DIRECTORS**

1. After each annual election of the Board of Directors, the outgoing Board of Directors and the Board of Directors elect shall conduct a transition meeting for the purpose of organization, and the transaction of other business.
2. Regular meetings of the Board of Directors shall be held at such place and at such time as the Board of Directors may designate by resolution.
3. Special meetings of the Board of Directors may be called by the President on two (2) day's notice in writing or by email or on one (1) day's by telephone to each Board of Director member and shall be called by the President in like manner on the written request of a majority of the Board of Directors.
4. A majority of the Board of Directors shall constitute a quorum.
5. A Board of Directors meeting may be held by telephone conference call.

**ARTICLE XVI**  
**MEETINGS**

1. The annual meeting of the property owners for the election of Board of Directors shall be held in May of each year at such place and at such time as the Board of Directors may designate by resolution. The property owners shall elect the Board of Directors by Ballot; each lot in the subdivision shall have one vote.
2. Special meetings of the property owners may be called at any time by the President and shall be called by the President or Secretary at the request in writing or by vote of a majority of the Board of Directors, or at the request in writing of property owners of record owning a total of 25 lots in the subdivision. Special meetings of property owners shall be held at such time and place as shall be designated in the Notices or Waivers of Notice, or at the principal office of the Corporation on the date stated in the Notices or Waivers of Notice.
3. Notice of all meetings shall be mailed by the Secretary of the Board of Directors to each property owner at least ten (10) days before each annual meeting and at least ten (10) days before each special meeting of property owners. Notice of annual or special meetings of property owners which are to be held at any place not in the Travis Landing Subdivision, shall be given in writing to each property owner at least twenty (20) days before any such meeting.
4. Holders of at least 10% of the lots or 20 lots total in the subdivision and present in person or by proxy shall constitute a quorum at any property owners' meeting. Any vote may be by proxy or in person.
5. There shall be three (3) social gatherings for the property owners in addition to the annual May meeting.

**ARTICLE XVII**  
**STANDING COMMITTEES**

Any and all standing committees shall fall under the jurisdiction of the Board of Directors. The following standing committees are currently recognized by the Board of Directors:

1. The Architectural Control Committee shall consist of four (4) members and shall be selected by the Board of Directors. The chairman of the committee shall be selected at the first meeting of the committee and shall serve until a successor is chosen. The committee shall be responsible for enforcing Travis Landing deed restrictions as they pertain to the building covenants and approving all new construction, addition, and renovation plans and specifications, prior to construction. Variances requested by property owners are subject to the Board of Directors approval.
2. The Parks Committee shall be headed up by a minimum of three (3) members of the Board of Directors to serve jointly as chairmen and each chairman may appoint up to four (4) members to assist in handling common area responsibilities. These responsibilities shall include general maintenance of common areas, tree care and management plan, boat storage, security, reservations, and future planning.

3. The Recreation Committee shall consist of one (1) member of the Board of Directors who shall serve as the chairman and shall appoint up to four (4) members to serve on the committee. The committee shall be responsible for the social activities of the Travis Landing Subdivision.
4. The Technology Committee shall consist of one (1) member of the Board of Directors who shall serve as the chairman and shall appoint up to four (4) members to serve on the committee. The committee shall be responsible for the Travis Landing website and other technological issues of the Travis Landing Subdivision.
5. The Nominating Committee shall consist of one (1) member of the Board of Directors who shall serve as the chairman and shall appoint up to three (3) members to serve on the committee. Members of the Nominating Committee shall serve a one (1) year term to commence prior to each annual meeting of the property owners and to serve from the close of that annual meeting until the close of the next annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine are proper, but not less than the number of vacancies that are to be filled. All nominations must be made from the property owners of the Travis Landing Subdivision. Nominations shall be announced in the newsletter a minimum of twenty (20) days prior to the annual property owners meeting. Nominations shall always be accepted at the annual property owners meeting.

### **ARTICLE XVIII** **PARLIAMENTARY AUTHORITY**

The rules contained in "Roberts Rules of Order, Newly Revised" shall govern the Corporation in all cases where they are applicable and in which they are not inconsistent with these By-Laws.

### **ARTICLE XIV** **AMMENDMENTS OF BY-LAWS**

These By-Laws may be amended, at any regular meeting by the property owners or at any special meeting called for that purpose, by affirmative vote of a majority of the property owners casting a vote, as the case may be.

ADOPTION OF BY-LAWS EFFECTIVE May 3, 2008