

PARADISE HILLS AREA RESIDENTS ASSOCIATION, INC.

BYLAWS

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**PARADISE HILLS AREA RESIDENTS ASSOCIATION, INC.
HAYS COUNTY, TEXAS**

Mission Statement

Paradise Hills Area Residents Association (PHARA) is a nonprofit organization with a two-fold mission:

- 1) PHARA seeks to unite *area* residents/owners through various social activities and to provide a forum for members to raise and discuss issues and concerns that affect the entire geographical area. Residents/owners, including those in adjacent areas, who share a common interest with Paradise Hills, and whose interest may be served by participating in the affairs of this Association are invited to join.

- 2) PHARA is dedicated to the preservation and maintenance of Paradise Valley Park.

The park, aka River Park, is jointly owned and managed by PHARA and Paradise Valley Owners Property Association. *Membership in PHARA does not guarantee eligibility for River Park access.* Access is limited to owner/members whose property falls within the original 303.88 acre Carl N. Brinkley tract.

BYLAWS

These bylaws govern the affairs of Paradise Hills Area Residents Association Inc., a Texas not for profit corporation.

ARTICLE 1 - GENERAL

Principal Office

1.01. The Corporation's initial principal office in Texas will be located in the home of the Secretary of the Corporation.

Registered Office and Registered Agent

1.02. The Corporation will maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Corporation's principal office. The Board may change the registered office and the registered agent as permitted in the Texas Non-Profit Corporation Act.

ARTICLE 2 - MEMBERS

Eligibility

2.01. Every person or entity who is a record owner of property, or a resident of property, or who is purchasing any lot under a contract for sale or contract for deed in any part of the area which is reached principally by driving past the "Paradise Hills" sign located at the intersection of Climbing Way and Brinkley Drive in Wimberley, Hays County, Texas, shall be eligible for membership in the Corporation and shall be a member upon payment of the Initiation Fee and the Annual Dues in an amount to be determined by the Board. It is understood that, while this area is commonly known as "Paradise Hills" the members may live in or own property in an adjoining subdivision such as Leath Hollow or Spoke Hill or be a part of no recorded subdivision. It is the goal of this Association to include as members all those who share a geographical interest with Paradise Hills and whose interest may be served by participating in the affairs of this Association.

Membership in PHARA does not guarantee eligibility for Paradise Valley Park access. Use of the Paradise Valley Park (aka River Park) is limited to owner/members whose property falls within the original 303.88 acre Carl N. Brinkley tract. Paradise Hills Area Residents Association and Paradise Valley Property Owners Association jointly manage the Paradise Valley Park.

Initiation Fee / Annual Dues

2.02. The Board may set and change the amount of the initiation fee as well as the annual dues payable to the Corporation by members. The initiation fee is payable once only, at the time that one chooses to become a member of the Association. Dues are payable, in advance on the first day of each year. A member is subject to termination of membership if dues are not paid by March 31st of the current year. New members joining the corporation after September 1st shall pay 50% of the annual dues.

Voting Rights

2.03. Each member is entitled, subject to the following limitations, to one vote on each matter submitted to a vote of the membership. In case of joint ownership of any lot or tract by members, only one vote on any issue shall be permitted, as determined by the joint owner members of such lot or tract. Further, provided no member shall be entitled to more than one vote, even if the member owns multiple lots or tracts.

Terminating Memberships

2.04. Any member who has not paid required dues by March 31st shall be removed as a member of the corporation. A member may be reinstated upon payment of annual dues.

Transferring Membership

2.05. Membership in the Corporation is not transferable or assignable. New owners may become members of the organization by paying annual dues.

ARTICLE 3 - MEETINGS OF MEMBERS

Scheduled and Annual Meetings

3. 01. Members' meetings will be held at such times and places in the Wimberley area as designated by the Board. Annual meetings will be held in January each year, the exact time and place of which shall be determined by the Board. At the annual meeting, the members will elect directors and transact any other business that may come before the meeting in a proper fashion. At the annual meeting the directors will present the budgets for approval by the membership. If, in any year, the election of directors is not held on the day designated for the annual meeting, the Board will call a special meeting of the members, as soon as possible, to elect directors.

Special Meetings

3. 02. Special meetings of the members may be called by the president, any three members of the Board, or not less than ten (10) members by signed petition.

Place of Meeting

3.03. The Board may designate any place in the Wimberley area as the place of meeting for any scheduled or annual meeting or for any special meeting called by the Board. Anyone calling a special meeting shall designate the place in the Wimberley area where the meeting shall be held.

Notice of Meetings

3.04. No meeting will be called without a notice. The notice will state the place, day, and time of the meeting, who called it, and the general purpose or purposes for which it is called. Notice will be given by or at the direction of the president or secretary, or the officers or persons calling the meeting. Notice of any scheduled or annual meeting or of any special meeting may be given by any manner permitted by law, including: mail, email, or publication on a website. Any such notice shall be published at least four days prior to the meeting.

Eligibility to Vote at Members' Meetings

3.05. A member in good standing is entitled to vote at a meeting of the members of the corporation. A member in good standing is one who has paid all required dues for the previous year, and is not delinquent as of the commencement of the meeting.

Quorum

3.06. The lesser of 15% of the membership, or 15 members present in person or by proxy will constitute a quorum at a meeting of members. The members present at a duly called or held meeting at which a quorum is present may continue to transact business, even if enough members leave so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of members required for a quorum. If a quorum is not present at any time during a meeting, a majority of the members who are present may adjourn and reconvene the meeting once without further notice.

Actions of Membership

3.07. The membership will try to act by consensus. However, if a consensus is not available on a matter or proposal, the vote of a majority of voting members in good standing, present in person or by proxy and entitled vote at a meeting at which a quorum is present, is enough to constitute the act of the membership except when law or the bylaws require a greater number. Voting will be by ballot or show of hands, except that any election of directors will be by mail-in ballot as set forth below.

Proxies

3.08. A member entitled to vote at a meeting of members of the corporation may vote by proxy, and shall be considered to be present by proxy. All proxies must be in writing, bear the signature of the member giving the proxy, must specify the date on which they are executed, and must be filed with the secretary prior to the commencement of the meeting where it will be used. No proxy is valid after 180 days from the date of its execution. All proxies shall be revocable by the person who granted it in writing prior to the time it has been voted. No vote shall be invalidated by revocation of the proxy after a vote by the proxy has been cast.

Voting by Mail or Email

3.09. The Board may authorize vote by mail, or email, on any matter that the members may vote on. In all cases regarding mail-in voting or return email voting, the Board shall establish voting procedures and their decision on all such matters shall be final.

ARTICLE 4 - BOARD OF DIRECTORS

Management of Corporation

4.01 The business and affairs of the Corporation shall be controlled and managed by the Board of Directors to the extent authorized by law and by the Articles of Incorporation and these Bylaws.

Number, Qualifications, and Tenure

4.02. The number of directors will be seven. Directors will be members of the Corporation. Only one representative per membership is qualified to serve as a Director at any given time. Each director will serve for a term of three years. The directors' terms will be staggered so that the terms of two or three directors will terminate each year. A director may serve only two consecutive three year terms. If, however, a director is appointed or elected to fill the unexpired term of a vacant directorship he/she may also serve for two additional consecutive three year terms, if elected.

Elections

4.04. Notice of the names of nominees will appear on a ballot delivered by mail, email, or published on a PHARA website by December 1st. A candidate may submit a brief biographical statement that shall be included in a document mailed, emailed or published on PHARA website. The document will include a list of all the candidates and shall identify which candidates were nominated from the floor and which by the nominating committee. Members will be given until the January meeting to return their ballots. At the January membership meeting, election judges, appointed by the President, and who shall not be members of the Board, shall open the sealed ballots, tally the votes and announce the names of the elected directors to serve for the ensuing term. The nominees receiving the greatest number of votes shall be elected. If a tie occurs for the last place only, the nominees who are tied shall cast lots to determine who is elected.

Vacancies

4. 05. Any vacancy in the Board and any director position to be filled due to an increase in the number of directors will be filled within 60 days by a person chosen by the affirmative vote of a majority of the remaining directors, even if it is less than a quorum of the Board; or even if it is a sole remaining director. A director selected to fill a vacancy will serve only until the next general election when an election will be held to fill the remainder of the term. The appointed director is eligible to be a candidate at that election.

Annual Meeting

4.06. The annual meeting of the Board shall be held at a time and place to be determined by the Board.

Regular Meetings

4.07. The Board may provide for regular Board meetings by resolution stating the time and place in the Wimberley area of such meetings. No notice of regular Board meetings is required other than a Board resolution stating the time and place of the meetings.

Special Meetings

4.08. Special Board meetings may be called by, or at the request of the president or any three directors. A person or persons authorized to call special meetings of the Board may fix any place in the Wimberley area as the place for holding a special meeting. The person or persons calling a special meeting will inform the secretary of the corporation of the information to be included in the notice of the meeting. The secretary of the Corporation will give notice to the directors as these bylaws require.

Notice

4.09. Written or printed notice of any special meeting of the Board will be delivered to each director not less than four, nor more than fourteen days before the date of the meeting. The notice will state the place, day, and time of the meeting; who called it; and the purpose or purposes for which it is called.

Emergency Meetings

4.10. Emergency meetings may be held upon two hours notice which notice may be by telephone, facsimile, personal contact, email and/or any other electronic media as approved by the Board.

Quorum

4.11. A majority of the number of directors then in office constitutes a quorum for transacting business at any Board meeting. The directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough directors leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of directors required for a quorum. If a quorum is never present at any time during a meeting, a majority of the directors present may adjourn and reconvene the meeting once without further notice.

Duties

4.12. Directors will discharge their duties, including any duties as committee members, in good faith, with ordinary care, and in a manner they reasonably believe to be in the Corporation's best interest. In this context, the term "ordinary care" means the care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In discharging any duty imposed or power conferred on directors, directors may, in good faith, rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Corporation or another person, that has been prepared or presented by a variety of persons, including officers and employees of the Corporation, professional advisors or experts such as accountants or legal counsel. A director is not relying in good faith, if he or she has knowledge relating to a matter in question that renders reliance unwarranted. Directors shall not be deemed to have the duties of trustees of a trust.

Delegating Duties

4.13. Directors may select advisors and delegate duties and responsibilities to them. The directors have no liability for actions taken or omitted by the advisor if the Board acts in good faith, and with ordinary care in selecting the advisor. The Board may remove or replace the advisor at any time and without any cause whatsoever. Neither the Board nor any Board member may delegate any powers it does not have. The Board may not delegate its power to enter into contracts or binding obligations.

Actions of Board of Directors

4.14. The Board will try to act by consensus. However, if a consensus is not available, the vote of a majority of directors present and voting at a meeting at which a quorum is present is enough to constitute the act of the Board, unless the act of a greater number is required by law or by some other provision of these bylaws. A director who is present at a meeting and abstains from a vote is not considered to be present and voting for the purpose of determining the Board's decision.

Proxies

4.15. A director may not vote by proxy at a Board meeting.

Compensation

4.16. Directors may not receive salaries for their services. The Board may adopt a resolution providing for reimbursing expenses incurred in service to the corporation.

Removal

4.17. The Board may vote to remove a director at any time, only for good cause. Good cause for removal of a director includes the unexcused failure to attend three consecutive Board meetings. A meeting to consider removing a director may be called and noticed following the procedures provided in these bylaws for a special meeting of the Board of Directors. The notice of the meeting will state that the issue of possibly removing the director will be on the agenda and the notice will state the proposed cause for removal. At the meeting, the director may present evidence of why he or she should not be removed and may be represented by an attorney at and before the meeting. A director may be removed by the affirmative vote of a 2/3rds plurality of the Board present at the meeting.

ARTICLE 5 - OFFICERS

Officer Positions

5.01. The Corporation's officers will be a president, a secretary, a vice president, and a treasurer, who must be members of the Board. The same person may hold any two or more offices, except for president and secretary. If the Board requires it, any and all officers shall give a bond, for faithfully discharging their duties, in a sum and with a surety as determined by the Board.

Election and Term of Office

5.02. The Corporation's officers will be elected by secret ballot by the Board at the annual Board meeting. If officers are not elected at that time, they will be elected as soon thereafter as possible. Officers shall serve one year terms. Each officer will hold office until a successor is duly selected and qualifies. An officer may be appointed to succeed himself or herself in the same office, except that no person shall serve as president for more than two consecutive terms.

Removal

5.03. Any officer elected or appointed by the Board may be removed by the Board with or without good cause. (See Article 4.17: Removal of Directors.)

Vacancies

5.04. The Board may elect a Board member to fill a vacancy in any office for the unexpired portion of the officer's term.

President

5.05. The president is the Corporation's chief executive officer. He or she will supervise all of the Corporation's business and affairs and will preside at all meetings of the members and of the Board. The president may execute any deeds, mortgages, bonds, contracts, or other instruments that are authorized as provided in these bylaws. However, the president may not execute instruments on the Corporation's behalf if this power is expressly delegated to another officer or agent of the Corporation by the Board, these bylaws, or statute. The president will perform other duties prescribed by the Board and all duties incident to the office of president.

Vice President

5. 06. When the president is absent, cannot act, or refuses to act, the vice president will perform the president's duties. When acting in the president's place, the vice president has all the powers of and is subject to all the restrictions on, the president.

Treasurer

5. 07. The treasurer will:

- a) Have charge and custody of, and be responsible for, all the Corporation's funds and securities.
- b) Receive and give receipts for moneys due and payable to the Corporation from any source.
- c) Deposit all moneys in the Corporation's name in banks, trust companies, or other depositories as these bylaws provide or as the Board or president directs.
- d) Disburse funds and checks, either written or electronic, to discharge the Corporation's obligations with appropriate signature/s, as determined by the Board.
- e) Prepare and maintain the Corporation's financial books and records.
- f) Prepare financial reports to be presented at each regularly scheduled membership meeting.
- g) Perform other duties as assigned by the president or the Board.
- h) Perform all of the duties incident to the office of treasurer.

Secretary

5.08. The Secretary will:

- a) Give all notices as provided in the bylaws or as required by law.
- b) Take minutes of the meetings of the members and the Board and keep the minutes as part of the corporate records and present these minutes for approval to the membership on a timely basis.
- c) Maintain custody of the corporate records and seal.
- d) Affix the corporate seal, if provided by the Board, to all documents as authorized.
- e) Keep a register of the mailing address of each member, director, officer, and employee of the Corporation.
- f) Perform duties as assigned by the president or the Board.
- g) Perform all duties incident to the office of secretary.

ARTICLE 6 - COMMITTEES

Establishing Committees

6. 01. The Board may adopt a resolution establishing one or more committees, having not less than three members, delegating specified authority to a committee, and appointing or removing members of a committee. A committee may include persons who are not directors or members. If the Board delegates any of its management authority to a committee, the majority of the committee will consist of directors.

The Board may also delegate to the president its power to appoint and remove members of a committee that has not been delegated any management authority of the Board. The Board may establish qualifications for membership on a committee. Establishing a committee or delegating authority to it will not relieve the Board, or any individual director, of any responsibility imposed by these bylaws or otherwise imposed by law. No committee has the authority of the Board to:

- a) Amend the articles of incorporation.
- b) Adopt a plan of merger or of consolidation with another corporation.
- c) Authorize the sale, lease, exchange, or mortgage of all or substantially all of the Corporation's property and assets.
- d) Authorize voluntary dissolution of the Corporation.
- e) Revoke proceedings for voluntary dissolution of the Corporation.
- f) Adopt a plan for distributing the Corporation's assets.
- g) Amend, alter, or repeal these bylaws.
- h) Elect, appoint, or remove a member of a committee or a director or officer of the Corporation.

- i) Approve any transaction to which the Corporation is a party and that involves a potential conflict of interest.
- j) Take any action outside the scope of authority delegated to it by the Board.
- k) Obligate the Corporation through contract, or binding agreement or incur other expenses for the Corporation without prior approval of the Board at a regular or special Board meeting where approval was recorded by the Secretary.
- l) Take any action that the Board itself does not have the power to take.

Quorum

6.02. One-half of the number of committee members constitutes a quorum for transacting business at any meeting of the committee.

Proxies

6.03. A committee member may not vote by proxy at a committee meeting.

ARTICLE 7 - TRANSACTIONS OF CORPORATION

Deposits

7.01. All the Corporation's funds will be deposited to the credit of the Corporation in banks, trust companies, or other depositories that the Board selects.

Gifts

7.02. The Board may accept, on the Corporation's behalf any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

Potential Conflicts of Interest

7.03 The Corporation may not make any loan to a director or officer of the Corporation. The corporation may not borrow money from, or otherwise transact business with, a member, director, officer, or committee member of the Corporation unless the transaction is described fully in a legally binding instrument and is in the Corporation's best interests. The Corporation may not borrow money from, or otherwise transact business with, a member, director officer, or committee member of the Corporation without full disclosure of relevant facts and without the Board's approval, not including the vote of any person having a personal interest in the transaction.

ARTICLE 8 - BOOKS AND RECORDS

Required Books and Records

8. 01. The Corporation will keep correct and complete books and records of account. The books and records include:

- a) A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Corporation, including but not limited to the articles of incorporation, and any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent.
- b) A copy of all bylaws, including these bylaws, and any amended versions or amendments to them.
- c) Minutes of the proceedings of the members, Board, and committees having any of the authority of the Board.
- d) A list of the names and addresses of the members, directors, officers, and any committee members of the Corporation.
- e) A financial statement showing the Corporation's assets, liabilities, and net worth at the end of the three most recent fiscal years.
- f) A financial statement showing the Corporation's income and expenses for the three most recent fiscal years.
- g) All rulings, letters, and other documents relating to the Corporation's federal, state, and local tax status.
- h) The Corporation's federal, state, and local tax information or income tax returns for each of the Corporation's three most recent tax years.
- i) A review of the Corporation's books and records conducted by a qualified, independent individual every three years.
- j) All records regarding legal or regulatory matters in which the corporation is interested or is a party.

Inspection and Copying

8. 02. Any member, director, officer, or committee member of the Corporation may inspect and receive copies of all the corporate books and records required to be kept under the bylaws. He or she may do so through his or her attorney or other duly authorized representative. The inspection may take place during normal business hours. The Board may establish reasonable copying fees, which may cover the cost of materials and labor. The Corporation will provide requested copies of books or records as soon as reasonably practicable. Notwithstanding the foregoing, in the event of pending litigation or ongoing negotiations or other like matters of a sensitive nature where the Corporation could be prejudiced by publication of private information, the Board shall

have a right to prohibit the inspection, receiving, dissemination, or reading of the records in question until all such matters are finally concluded.

ARTICLE 9 - FISCAL YEAR

9.01. The Corporation's fiscal year will end on the last day in December in each year.

ARTICLE 10 - INDEMNIFICATION

10.01 The corporation shall indemnify its directors, officers, employees, members, committee members, and agents to the fullest extent permissible under the Texas Non-Profit Corporation Act as it is now enacted or may hereafter be amended.

ARTICLE 11-NOTICES

Notice

11.0 1. Any notice required or permitted by these Bylaws to be given to a director, officer, or member of a committee of the Corporation may be given by mail, email or other electronic media as approved by the Board. If mailed, a notice is deemed delivered when deposited in the mail addressed to the person at his or her address as it appears in the corporate records, with postage prepaid. If emailed to a person at his or her email address as it appears in the corporate records, a notice is deemed delivered when sent to the email address that appears in the corporate records. A person may change his or her physical or email address in the corporate records by giving written notice of the change to the secretary of the corporation. All directors, officers and committee members must provide and maintain a current email address.

Signed Waiver of Notice

11.02. Whenever any notice is required by law or under the Articles of Incorporation or these bylaws, a written waiver signed by the person entitled to receive such notice is considered the equivalent to giving the required notice. A waiver of notice is effective whether signed before or after the time stated in the notice being waived.

Waiving Notice by Attendance

11.03. A person's attendance at a meeting constitutes waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE 12 - SPECIAL PROCEDURES CONCERNING MEETINGS

Meeting by Telephone

12.0 1. The, Board of Directors, and any committee of the Corporation may hold a meeting by telephone conference-call procedures. In all meetings held by telephone, matters must be arranged in such a manner that all persons participating in the meeting can hear each other; the notice of a meeting by telephone conference must state the fact that the meeting will be held by telephone as well as all other matters required to be included in the notice; and a person's participating in a conference-call meeting constitutes his or her presence at the meeting.

Decision without Meeting

12.02. Any decision required or permitted to be made at a meeting of the Board, or any committee of the Corporation may be made without a meeting. A decision without a meeting may be made if a written votes signed by all persons entitled to vote on the matter, or email votes submitted to each Board member. Copies of original signed votes and all email votes will be placed in the Corporation Minutes and kept with the corporate records. The original signed consents will be placed in the Corporation minute book and kept with the corporate records.

Proxy Voting

12. 03. A person authorized to exercise a proxy may not exercise the proxy unless it is delivered to the officer presiding at the meeting before the business of the meeting begins. The secretary or other person taking the minutes of the meeting will record in the minutes the name of the person who executed the proxy and the name of the person authorized to exercise the proxy. If a person who has duly executed a proxy personally attends a meeting, the proxy will not be effective for that meeting. A proxy filed with the secretary of the Corporation or other designated officer remains in force until the first of the following occurs:

- a) An instrument revoking the proxy is delivered to the secretary or other designated officer.
- b) The proxy authority expires under the proxy's terms.
- c) The proxy authority expires under the terms of these bylaws.

ARTICLE 13 - AMENDING BYLAWS

13.0 1. These bylaws may be altered, amended, or repealed, and new bylaws may be adopted only by a mail-out ballot, or emailed ballot, to the entire membership. Notice of any proposed alterations, amendments, or repeal of existing bylaws, and adoption of new bylaws will be sent with the newsletter, to be mailed no later than December 1st notifying members of the January membership meeting. Ballots may be cast in person at the January meeting, or returned via mail or email. Mail and email ballots must be signed and addressed to the Secretary of the Corporation or other designated Officer, and received 3 days prior to the January membership meeting. These ballots will be tallied at the January membership meeting. A 2/3 plurality of the ballots returned is required to adopt a proposal.

ARTICLE 14 - MISCELLANEOUS PROVISIONS

Legal Authorities Governing Construction of Bylaws

14.01. These bylaws will be construed under Texas law. All references in these bylaws to statutes, regulations, or other sources of legal authority will refer to the authorities cited, or their successors, as they may be amended from time to time.

Legal Construction

14.02. To the greatest extent possible, these bylaws shall be construed to conform to all legal requirements and all requirements for obtaining and maintaining all tax exemptions that may be available to nonprofit corporations. If any bylaw provision is held invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability will not affect any other provision, and the bylaws will be construed as if they had not included the invalid, illegal, or unenforceable provision.

Headings

14.03. The headings used in the bylaws are for convenience and may not be considered in construing the bylaws.

Number

14.04. All singular words include the plural, and all plural words include the singular.

Seal

14.05. The Board of Directors may provide for a corporate seal. Such a seal would consist of two concentric circles containing the words "Paradise Hills Area Residents Association" and "Texas," in one circle and the word "Incorporated" together with the date of incorporation in the other circle.

Power of Attorney

14.06. A person may execute any instrument related to the Corporation by means of a power of attorney if an original executed copy of the power of attorney is provided to the secretary to be kept with the corporate records.

Parliamentary Procedure

14.07 Robert's Rules of Order, Revised Edition, shall govern this association except as provided in these bylaws, provided, however, except in matters pertaining to proxy voting. Nothing contained in Robert's Rules that attempts to proscribe or limit proxy voting shall have any force or effect on the affairs of the corporation.

Parties Bound

14.08. The bylaws will bind and inure to the benefit of the members, directors, officers, committee members, employees, and agents of the Corporation and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as the bylaws otherwise provide.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting secretary of Paradise Hills Area Residents Association of Hays County, Inc., and that these bylaws constitute the Corporation's bylaws. These bylaws were duly adopted at a meeting of the members held on _____.

Dated: _____

Corporate Secretary