



BYLAWS OF

MOUNT BONNELL SHORES/COLORADO CROSSING  
HOMEOWNERS ASSOCIATION, INC.

ARTICLE ONE

NAME AND LOCATION

Section 1.01. The name of the corporation is MOUNT BONNELL SHORES/  
COLORADO CROSSING HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as  
the "Association".

Section 1.02. The initial registered office of the corporation  
shall be located at 800 West Avenue, Austin, Texas, but meetings of members  
and directors may be held at such places within the State of Texas as may  
be designated by the Board of Directors.

ARTICLE TWO

DEFINITIONS

The definitions set out in Article I of the Declaration of Covenants,  
Conditions and Restrictions for Mount Bonnell Shores Section Two and Colorado  
Crossing Section One as recorded in Volume 7968, Page 936 et seq of the  
Deed Records of Travis County, Texas (the "Declaration") shall apply to  
these Bylaws. The Declaration is hereby incorporated into these Bylaws by  
reference.

ARTICLE THREE

MEETINGS OF MEMBERS

Section 3.01. Annual Meetings. The first annual meeting of the  
members shall be held within one year from the date of incorporation of  
the Association and each subsequent regular annual meeting of the Members  
shall be held on the same day of the same month of each year thereafter at  
the hour of 8:00 p.m., PROVIDED, HOWEVER, that the Board, by resolution,  
can change the regular annual meeting date. If the day for the annual  
meeting of Members is a legal holiday, the meeting will be held at the  
same hour on the first day following which is not a legal holiday.

Section 3.02. Special Meetings. Special meetings of the Members  
may be called at any time by the president or by the Board, or upon  
written request of the Members who are entitled to vote one-tenth (1/10)  
of all the votes of the Class A Membership.

Section 3.03. Notice of Meetings. Written notice of each meeting

of the Members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least fifteen (15) days, but not more than fifty (50) days before such meeting to each Member entitled to vote thereat, addressed to the Member's address last appearing on the books of the Association, or supplied by such Member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting and shall be deemed delivered when deposited in the United States mail, addressed to the Member at his address as set out above.

Section 3.04. Quorum. The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have power to adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or represented.

Section 3.05. 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. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot.

#### ARTICLE FOUR

##### BOARD OF DIRECTORS

Section 4.01. Number. The affairs of this Association shall be managed by a Board of five (5) directors, who need not be Members of the Association.

Section 4.02. Term of Office. At the first annual meeting, the Members shall elect two (2) directors for a term of one (1) year, two (2) directors for a term of two (2) years and one (1) director for a term of three (3) years; and at each annual meeting thereafter the Members shall elect directors to replace those whose terms are expiring for a term of three (3) years.

Section 4.03. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association. In the event of the death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4.04. Compensation. No director shall receive compensation for any service he may render to the Association, except that any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 4.05. Action Taken Without a Meeting. The directors shall

have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

## ARTICLE FIVE

### NOMINATION AND ELECTION OF DIRECTORS

Section 5.01. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting, subject to such procedural rules as may be adopted by the Board. Such rules shall not be established so as to exclude any Member desiring to be a candidate or desiring to submit the name of a candidate from so doing. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board, and two or more Members of the Association. The Nominating Committee shall be appointed by the Board prior to each annual meeting to serve from the close of such annual meeting until the close of the next annual meeting, and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among Members or non-Members.

Section 5.02. Election. Election of the Board shall be by secret written ballot. At such election, the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration and the persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

## ARTICLE SIX

### MEETINGS OF DIRECTORS

Section 6.01. Regular Meetings. Regular Meetings of the Board of Directors may be held monthly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 6.02. Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Association or by any two (2) directors, after not less than three (3) days notice to each director.

Section 6.03. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE SEVEN

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 7.01. Powers. The Board shall have power to:

7.0101. adopt and publish rules and regulations governing the use of the Common Area and facilities and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof;

7.0102. suspend the voting rights and right to use of the recreational facilities of a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations;

7.0103 exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the Membership by other provisions of these Bylaws, the Articles of Incorporation or the Declaration;

7.0104. declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive meetings; and,

7.0105. employ a manager, independent contractors or such employees as they deem necessary, and to prescribe their duties.

Section 7.02. Duties. It shall be the duty of the Board to:

7.0201. cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members, or at any Special meeting when such statement is requested in writing by one-fourth (1/4) of the Class A Members who are entitled to vote;

7.0202. supervise all officers, agents, contractors and employees of the Association, and to see that their duties are properly performed;

7.0203. as more fully provided in the Declaration, to:

(a) fix the amount of the annual assessments against each Lot at least thirty (30) days in advance of each annual assessment period;

(b) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and

(c) file the lien against any property for which assessments are not paid within thirty (30) days after the due date, or to bring an action at law against the Owner personally obligated to pay the same.

7.0204. issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

7.0205. procure and maintain adequate liability and hazard insurance on property owned by the Association;

7.0206. cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

7.0207. cause the Common Area to be maintained.

## ARTICLE EIGHT

### OFFICERS

Section 8.01. Enumeration of Officers. The officers of this Association shall be a president and vice president, who shall at all times be members of the Board, a secretary and a treasurer, and such other officers as the Board may from time to time by resolution create.

Section 8.02. Election of Officers. The election of officers shall take place at the first meeting of the Board following each annual meeting of the Members.

Section 8.03. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year or until his successor shall be elected and qualified, unless he shall sooner resign or shall be removed or otherwise disqualified to serve.

Section 8.04. Special Appointments. The board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time determine.

Section 8.05. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 8.06. Vacancies. A vacancy in any office may be filled by

appointment by the Board. The officer appointed to fill such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 8.07. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any other offices except in the case of special offices created pursuant to Section 8.04 of this Article.

Section 8.08. Duties. The duties of the officers are as follows:

8.0801. President. The president shall preside at all meetings of the Board; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all promissory notes and shall serve as the chief executive officer of the Association.

8.0802. Vice President. The vice president shall act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

8.0803. Secretary. The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and Members; keep appropriate current records showing the names of the Members of the Association together with their addresses, and shall perform such other duties as required by the Board.

8.0804. Treasurer. The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall cause the disbursement of such funds as directed by resolution of the Board; shall co-sign all promissory notes and checks from such accounts as the Board may from time to time determine; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; represent a statement of income and expenses to the Membership at its regular annual meeting; and perform such other duties as required by the Board.

## ARTICLE NINE

### COMMITTEES

The Association shall appoint an Environmental Control Committee, as provided in the Declaration and a Nominating Committee as provided in these Bylaws, and may appoint such other committees as deemed appropriate in carrying out its purposes.

## ARTICLE TEN

### BOOKS AND RECORDS

The books, records and papers of the Association shall at all times

during reasonable business hours, be subject to inspection by any Member. The Declaration, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at reasonable cost.

#### ARTICLE ELEVEN

##### ASSESSMENTS

As more fully provided in the Declaration, each Member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the highest legal rate permitted by applicable law, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs and reasonable attorneys fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or abandonment of his Lot.

#### ARTICLE TWELVE

##### INDEMNIFICATION

Each person who acts as a director or officer of the Association shall be indemnified by the Association against any costs, expenses and liabilities which may be imposed upon or reasonably incurred by him in connection with any civil or criminal action, suit or proceeding in which he may be named as a party defendant by reason of his being or having been such director or officer or by reason of any action alleged to have been taken or omitted by him in either such capacity and any person who, at the request of the Association acts as a director or officer of any of its subsidiary or affiliate corporations shall likewise be indemnified by the Association against any such costs, expenses and liabilities; PROVIDED, that, in any case, the right of indemnification herein provided for shall not extend to any costs, expenses or liabilities imposed upon or incurred by any director or officer of the Association or of any subsidiary or affiliate corporation, in relation to matters as to which he shall be finally adjudged to be liable for gross negligence or misconduct in the performance of his duties as such director or officer, or to any sum paid by him to the Association or to such subsidiary or affiliate corporation, as the case may be, in settlement of any action, suit or proceeding based on his alleged dereliction of duty. The right of indemnification herein provided for shall inure to each of the directors and officers of the Association and to such of the directors and officers of any subsidiary or affiliate corporation as shall act in such capacity at the request of the

Association, whether or not the respective director or officer is acting as such at the time such costs, expenses or liabilities are imposed or incurred and whether or not the claim asserted against him is based on matters which antedate the adoption of this section of the Bylaws and in the event of his death, shall extend to his legal representatives; but such rights shall not be exclusive of any other rights to which he may be entitled.

#### ARTICLE THIRTEEN

##### MISCELLANEOUS

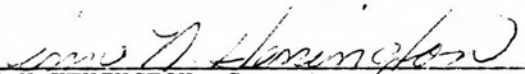
13.01. Corporate Seal. The Association shall have a seal in circular form having within its circumference the words "Mount Bonnell Shores/Colorado Crossing Homeowner's Association, Inc."

Section 13.02. Amendments. These Bylaws may be amended at any regular or special meeting of the Members by a vote of two thirds (2/3) of a quorum of Members present in person or by proxy.

Section 13.03. Conflict. In the event of a conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the event of any conflict between the Declaration and these Bylaws, the Declaration shall control.

Section 13.04. Fiscal Year. The fiscal year of the Association shall be the calendar year.

Dated this 5th day of July, 1983.

  
ANN N. HENINGTON, Secretary