

FIRST AMENDMENT TO BYLAWS: APPROVED FEBRUARY 7, 2004
FOR
FOSSIL CREEK ESTATES HOMEOWNERS ASSOCIATION, INC.

ARTICLE I
OFFICES, DEFINITIONS

SECTION 1: REGISTERED OFFICE AND AGENT

The Registered Office and Agent of the **FOSSIL CREEK ESTATES HOMEOWNER'S ASSOCIATION, INC.**, a Texas Corporation will be determined by the BOD at its discretion.

** NOTE: The current name/address of *Registered Office* and *Agent* can be found as an addendum page at end of this document and is intended as "information only".

SECTION 2: OTHER OFFICES

The *Fossil Creek Estates Homeowners Association, Inc.* (sometimes referred to hereafter as "FCEHOA") may also have offices at such other places within *Tarrant County of Texas* as the *Board of Directors* may from time to time determine for which the business of the *FCEHOA* may require.

SECTION 3: DEFINITIONS

The following words, when used in these *Bylaws* (unless otherwise indicated), shall have the following meanings and each item shall be in *italics* throughout these *Bylaws* for the reader's reference except the word "shall":

Note: Some references are provided for quick review. Complete reading of all *FCEHOA* governing documents is recommended for:

- *the FCEHOA "Declaration" (Restrictions, Covenants and Conditions)*
- *FCEHOA "Rules and Regulations"*
- *FCEHOA "Architecture and Landscape Guidelines for Architectural Control Committee (ACC)"*
- *FCEHOA Bylaws*

(A) "**ASSOCIATION**" shall mean and refer to Fossil Creek Estates Homeowners Association, Inc. and may be written as *FCEHOA*.

(B) "**THE DECLARATION**" shall mean and refer to the Amended *Declaration of Restrictions, Covenants and Conditions of Fossil Creek Estates (FCE)*, as recorded in Volume 13529, Page 356 of the Deed Records of *Tarrant County, Texas*, or any amendment or supplement thereto.

References:

FCEHOA "Declaration": Article I-Section 1; Article IX

(C) "**PREAMBLE**" shall mean and refer to the opening statements of "*The Declaration*" and may be recognized by the "Whereas" and "Therefore" preliminary remarks in said *Declaration*.

References:

FCEHOA "Declaration", first page which addresses the Articles of Incorporation for the FCEHOA, Inc.

(D) "**COVENANT**" shall mean and refer to a term in the *Declaration*, these *Bylaws*, any *Rules and Regulations* and the *Architecture and Landscape Guidelines for the Architectural Control Committee*.

References:

FCEHOA "Declaration": Preamble (last paragraph) & Article I-Section 1; Article V; Article VII; Article IX-Section 1 and Section 5

(E) "**RULES and REGULATIONS**"(R&R) shall mean and refer to the document named *FCEHOA Rules and Regulations* and all amendments thereto.

NOTE: The intent of the *Rules and Regulations* shall be to set in motion the mandates and provisions of any statutes, the *FCEHOA "Declaration" (Restrictions, Covenants and Conditions)*, and these *Bylaws*.

References:

FCEHOA “Declaration”: Article III-Section 3; Article III-Section 4(h); Article IX-Section 11 and Section 12
FCEHOA “Rules and Regulations”

(F) “ARCHITECTURE AND LANDSCAPE GUIDELINES FOR THE ARCHITECTURAL CONTROL COMMITTEE (ACC)” shall mean and refer to guidelines governing architectural control in *FCEHOA*.

NOTE: the intent of the architecture control and landscape guidelines shall be to set in motion the mandates and provisions of any statutes, the *FCEHOA “Declaration” (Restrictions, Covenants and Conditions)*, and these *Bylaws*.

References:

FCEHOA “Declaration”: Article III-Section 3; Article III-Section 4(h); Article VI; Article VII; Article IX- Section 11, 12
FCEHOA “Architecture and Landscape Guidelines for the ACC”

(G) “BYLAWS” shall mean and refer to this document entitled *Bylaws of the Fossil Creek Estates Homeowners Association, Inc.* and all amendments thereto. These *Bylaws* shall declare the operational functions and administrative duties of the *FCEHOA*.

References:

FCEHOA “Declaration”: Article III-Section 4
FCEHOA “Declaration”: Article IX-Section 12

(H) “SHALL” shall mean and refer to a required directive and obligation to provide or comply and is not an option.

(I) “THE PROPERTIES” shall mean and refer to all existing properties and additions thereto, which are subject to the said “*Declaration*” and any and all amendments or supplements thereto.

References:

FCEHOA “Declaration”: Article I-Section 1; Article II-Section 1/Exhibit A

(J) “COMMON PROPERTIES” shall mean and refer to those areas of land designated by the Declaration as such and/or shown on any recorded subdivision plat of *The Properties* devoted to the common use and enjoyment of the *Members* of the *FCEHOA*.

References:

FCEHOA “Declaration”: Article I-Section 1; Article II-Section 1/Exhibit A; Article IV-Section 1
FCEHOA “Rules and Regulations”

(K) “LOT” shall mean and refer to any plot of land shown upon any recorded subdivision plat of *The Properties*, with the exception of *Common Properties* as defined by the Declaration.

References:

FCEHOA “Declaration”: Article I-Section 1; Article VI; Article VII
FCEHOA “Rules and Regulation”
FCEHOA “Architecture and Landscape Guidelines for the ACC”

(L) “OWNER” shall mean and refer to the *FCEHOA* record owner, whether one or more persons or entities, of the fee simple title to any *Lot* or Living Unit which is a part of *The Properties*, but notwithstanding any applicable theory of the mortgage, shall not mean or refer to the mortgagee unless and until such mortgagee has acquired title pursuant to foreclosure or any proceeding in lieu of foreclosure.

References:

FCEHOA “Declaration”: Article I- Section 1; Article III-Section 2&3
FCEHOA “Rules and Regulations”
FCEHOA “Architecture and Landscape Guidelines for the ACC”

(M) “MEMBER” shall mean and refer to every person or entity who is a *FCEHOA* record owner of any *Lot* in *Fossil Creek Estates (FCE)*.

References:

FCEHOA “Declaration”: Article III-Section 2 & 3
FCEHOA “Rules and Regulations”
FCEHOA Bylaws

(N) “QUALIFIED MEMBER” (QM) shall mean and refer to a *FCEHOA* member who qualifies:

- to be entitled to vote pursuant to Article III of the *FCEHOA “Declaration”*; and

- who is not more than 30 days delinquent in payment of any *FCEHOA* dues or special assessments generally applicable to all members.

References:

FCEHOA "Declaration": Article III-Section 2(a)

(O) "**PROXY**" shall mean and refer to as being a written authorization for one person to act for another person in the act of voting in *FCEHOA*.

References:

FCEHOA Bylaws: Article II-Section 3, 4

(P) "**VALIDATE**" shall mean and refer to the act which is required to establish authentication.

References:

FCEHOA Bylaws: Article II, Section 4

(Q) "**MAJORITY**" (Webster Definition) shall mean and refer to a number which is more than half of the total number of a given vote. This term will be represented in these *Bylaws* and will be the measurement to determine the number of winning votes.

References:

FCEHOA Bylaws: Article II-Section 5; Article V-Section 1(c)

(R) "**PLURALITY**" refers to a method of measuring to indicate the "greatest amount" as defined in the Webster Dictionary. An example of this process is counting votes to determine the election of a Board of Director. A candidate shall be elected by a plurality vote (most votes) for available *BOD* position.

(S) "**CUMULATIVE**" is a term which refers to increasing, adding, accumulative. Cumulative voting, in any form, is not permitted in any act of *FCEHOA* voting. The *FCEHOA* voting processes require that any *QM* (entitled to vote) has only one vote per homeowner/lot.

Example correct voting: If there are four candidates running for a *BOD* position, only one vote can be cast (per homeowner).

Incorrect Voting: Cumulative voting is when one homeowner cast multiple votes for only one candidate and it is this process which is not allowed.

References:

FCEHOA Bylaws: Article II-Section 5

(T) "**WITH or WITHOUT CAUSE**" is a legal statement which means any *BOD* cannot sue the remaining *BOD* or the *FCEHOA* for their removal, whatever is the reason (resigning, removal, death, anything). As a legal statement, it is essential this clause remain. This is to PROTECT each *BOD* and the *FCEHOA* homeowners.

References: This clause will be found in *Article V/Section 5* and *Article VII/Section 4* of these *Bylaws*.

(U) "**DEVELOPER**" shall mean and refer to the corporation, Fossil Estates Partners, Ltd.; a Texas limited partnership which is no longer contracted to represent the *FCEHOA*.

References: *FCEHOA "Declaration" (Restrictions, Covenants and Conditions)*

ARTICLE II MEMBERSHIP AND VOTING RIGHTS

SECTION 1: MEMBERSHIP

Every person or entity, who is a *FCEHOA* record owner of any *Lot* which is subject by covenants or record to assessment by the *FCEHOA*, shall be a *Member* of the *FCEHOA*. Any person or entity who acquired any such fee or undivided fee interest shall be deemed to have accepted membership and assumed all obligations thereof.

- Any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a member.

SECTION 2: VOTING RIGHTS

The *FCEHOA* shall have one class of voting membership.

- Those *Members* shall be *Owners* entitled to one vote for each *Lot* in which they hold the interest required for *Membership*

- When more than one person holds such interest in any *Lot*, all such persons shall be *Members* and the vote for such *Lot* shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any *Lot*
- *Members* eligible/entitled to vote shall not be more than 30 days delinquent in payment of *FCEHOA* dues or special assessments generally applicable to all members and will be referred to as *Qualified Member (QM)*.

SECTION 3: METHODS OF VOTING

At any meeting of the *Members*, every *Qualified Member* shall be entitled to vote in person or by proxy (Section 4). Any proxy to be valid must be dated not more than sixty (60) days prior to said meeting and filed with the Secretary (or the Secretary may designate the Election Committee) prior to or at time of the meeting.

SECTION 4: VOTING BY PROXY AND DELIVERY PROCESS

The process for a proxy to be valid and accepted requires the following:

- (1) Any proxy shall be required to be delivered, in person, to the Secretary prior to or at the time of the commencement of the meeting.
- (2) At the discretion of the Secretary, any proxy may be *validated* prior to its acceptance as a valid proxy
- (3) Any proxy shall include the following information:
 - shall be addressed to the *Fossil Creek Estates Homeowners Association (FCEHOA)*
 - shall be dated and date shall not be more than sixty (60) days prior to any said meeting
 - the text of proxy shall indicate the location and address of the *Annual* or *Special Meeting*
 - shall state the intent or purpose of meeting and indicate the type of meeting to be held, i.e., *Annual Membership* or *Special Meeting*
 - the *FCEHOA* proxy form shall include the following information:
 - requires the name of *Qualified Member's* name to be printed and a signature of the *Qualified Member*, date of signature, street address and phone number
 - requires the name of *Qualified Member's* designated proxy person to be printed and require a signature of the (*QM*) proxy, date of signature, their street address and phone number
 - requires signature of the *FCEHOA* Secretary (or designated Election Committee person) and dated indicating date of receipt

The proxy shall *not* be accepted and recorded by the *FCEHOA* Secretary if any or all of the information on the proxy form is missing and the delivery process is *not* completed. The official *FCEHOA* directory-register log shall be used to validate *QM* status.

SECTION 5: PROHIBITION OF CUMULATIVE VOTING

Cumulative and Collective voting, in any form, is not permitted in any act of *FCEHOA* voting.

ARTICLE III MEETING OF MEMBERS

SECTION 1: LOCATION OF MEETINGS

All *FCEHOA* Meetings of the *Members*, *Annual* or *Special Meeting*, shall be held within *Tarrant County of Texas* and will be specified in the *Notice of the Meeting* or in a duly executed *Waiver of Notice* thereof.

SECTION 2: ANNUAL MEETING

An *Annual Meeting* of the *Members* shall be held in April of each year at such time and place as the *Board of Directors* determines.

- At such *Annual Meeting*, *Directors* shall be elected if a quorum is present and all affairs of the *FCEHOA* shall be considered and any other business may be transacted which is within the powers of the *Members*.

SECTION 3: SPECIAL MEETINGS

Special Meetings of the *Members* for any purpose or purposes, unless otherwise prescribed by any *statute*, the "*Declaration*", or these *Bylaws*, may be called by any of the following: the President, the majority of *Board of Directors*, or upon a petition which shall be signed by holders of *not less* than one-fifth (1/5) of all the *Qualified Members*.

- Business transacted at any *Special Meeting* shall be confined to the purpose and agenda stated in the *Notice of the Meeting*.

SECTION 4: NOTICE OF MEETINGS

Written or printed notice stating the place, date and time of the meeting and, in case of a *Special Meeting*, the purpose or purposes for which the meeting is called, shall be delivered not less than thirty (30) nor more than sixty (60) days before the date of the meeting by or at the direction of the President or Secretary.

- delivery of *Notice* may be made in person, or by mail, at the direction of the President or the Secretary
- the date upon which the *Notice of the Meeting* is called shall be the record date. The postmark of mailing date shall serve as date of notification.

SECTION 5: MEMBER LIST

At least ten (10) days before the *Annual or Special Meeting of Members*, a complete list in alphabetical order of the *Qualified Members (QM)*, with their residences shall be prepared by the Secretary.

- Such list shall be kept on file for a period of ten (10) days prior to such meeting
- Any *Member* shall have the right to identify and resolve their status as a *QM* prior to the commencement of such meeting by contacting the *FCEHOA* Secretary.

SECTION 6: QUORUM AND ADJOURNMENT

Except as otherwise provided in any statutes, the *FCEHOA "Declaration" (Article V-Section 4 & 5)*, or these *Bylaws*; the presence of *Qualified Members* holding one-fifth (1/5) of the votes in person or by proxy, shall be required to constitute a *quorum* at all Meetings of the *Members* for the transaction of business.

- If a *quorum* shall *not* be present or represented at any Meeting, the *Members* thereat, present, in person, or represented by proxy, shall have power to adjourn the meeting, from time to time, without notice other than announcement at the meeting, until a *quorum* shall be present or represented. When a quorum is present, any business may be transacted which might have been transacted at the meeting as originally notified.

SECTION 7: TRANSACTIONS OF BUSINESS

When a *quorum* is present at the *Annual Meeting* or a *Special Meeting*, the vote of the *Qualified Members* holding a majority of the votes, shall decide any question before or during such meeting, unless the question is one upon which by express provisions of any *statute, the "Declaration"* or these *Bylaws*, a different vote is required, in which case such express provision shall govern.

- The *Members* present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of any *Qualified Members* to leave less than a *quorum*.

ARTICLE IV NOTICES

SECTION 1: FORMALITIES OF NOTICES

Whenever, under the provisions of any *statute, the FCEHOA "Declaration" (Restrictions, Covenants and Conditions), FCEHOA Rules and Regulations, FCEHOA Architecture and Landscape Guidelines for the ACC*, or these *Bylaws*, notice is required to be given to any *Director* or *FCEHOA Member*, and no provision is made as to how such notice shall be given, it shall be construed to mean either by notice in person, or notice in writing, or by mail at the direction of the President or the Secretary. Postage will be pre-paid and addressed to such *Director* or *Member* at address as it appears on the books of the *FCEHOA*.

- Any notice required or permitted to be given by mail shall be deemed given at the time it is postmarked by the U.S. Mail.

SECTION 2: WAIVER OF NOTICES

Whenever any notice is required to be given to any *Member* or *Director* of the *FCEHOA* under the provisions of any *statute, the FCEHOA "Declaration" (Restrictions, Covenants and Conditions), FCEHOA Rules and Regulations, FCEHOA Architecture and Landscape Guidelines for the ACC*, or these *Bylaws*, this person has an option to waiver said notice in writing, and to be signed by a witness, prior to the notice being served. This said waiver must be filed with the Secretary within three (3) days.

- *Board Members*, by signing the minutes of any meeting, shall be deemed a waiver of all formalities with respect to such meeting.

ARTICLE V
BOARD OF DIRECTORS of the FCEHOA

SECTION 1: GENERAL PROVISIONS: Election, Numbers, Qualifications, and Restrictions

- (a) The *Directors* of the *FCEHOA* shall be *Qualified Members* and shall be elected by the **plurality** votes (most votes) from the *Qualified Members* of the *FCEHOA* at the Annual Meeting.
- (b) These *Directors* shall serve as the *Officers* of the *FCEHOA* and the terms “Directors” and Officers” shall be deemed to be interchangeable
- (c) The *Board of Directors (BOD)* shall consist of five (5) *Officers* and offices shall include:
(1) President (2) Vice President (3) Secretary (4) Treasurer (5) Member-at-Large
- (d) The *Officers* are elected by a **majority** vote of the *Directors*
- (e) Each *Director* shall serve and hold office until his successor has been elected or until death, resignation or removal
- (f) No *Board of Director* shall serve as Chairperson of any Standing Committee *except* the following:
 - Treasurer: shall be Chairperson of the *FCEHOA* Finance Committee
- (g) No *Board of Director* shall serve as a member of the following committees:
 - Architecture Control Committee (ACC)
 - Rules and Regulations Committee (RRC)
 - Equestrian Committee

Exception: this will not restrict any *BOD* to participate as a volunteer for any social or clean-up or other events as requested by the committees to the *FCEHOA*.

SECTION 2: POWERS (BOD)

The business and affairs of the *FCEHOA* shall be managed by its *Board of Directors* who may exercise all the powers and provisions of the *FCEHOA* and may do all lawful acts and duties which are directed by any *statutes, the FCEHOA “Declaration” (Restrictions, Covenants and Conditions), FCEHOA Rules and Regulations, Architecture and Landscape Guidelines for the ACC, or these Bylaws* and provisions directed or required to be exercised or done by the *Members*. The *Board of Directors* may adopt and enforce reasonable rules and regulations regarding:

- the conduct and use of the *Common Properties, Easements and Lots*
- all other remedies allowed by law
- the *Board of Directors* may impose reasonable fines against *Owners of Lots* for violations of the *Declaration, the FCEHOA Rules and Restrictions, Architecture and Landscape Guidelines for the ACC* or these *Bylaws*
- may appoint agents for positions to perform designated operational and administrative functions for any ad hoc committees as it shall deem necessary.

SECTION 3: TERM OF OFFICE (BOD)

Each *Board of Director* of the *FCEHOA* shall hold his or her seat for a period of two (2) years and shall not hold any office (President, Vice-President, etc.) for more than two (2) consecutive terms.

- The Secretary shall maintain a roster listing each elected office of a *Director* and the date elected.

SECTION 4: SALARIES (BOD)

All *Directors* of the *FCEHOA* shall serve without compensation. However, expenses may be reimbursed for appropriate activities carried out on behalf of the *FCEHOA*.

SECTION 5: REMOVAL AND VACANCIES (BOD)

REMOVAL: There will be two processes for recommending any *Board of Director* be removed. Notice of intention to act upon such matter shall have been given in the notice calling for a *Special Meeting* for the purpose of removal of any *Director*:

- (1) The *FCEHOA Membership* may recommend the removal of any *Director*, with or without cause, at any *Special Meeting of the Members*. The *Director* may be removed by the affirmative vote of fifty-one percent (51%) of the *Qualified Members*, voting in person or represented by proxy, where at such meeting a quorum is represented.

(2) A majority of the *Board of Directors* may recommend the removal of any *Director*, with or without cause, at a *Special Meeting of the Members*. The *Director* may be removed by the affirmative vote of fifty-one percent (51%) of the *Qualified Members*, voting in person or represented by proxy, where at such meeting a quorum is represented.

VACANCIES

Any vacancies that occur within the *Board of Directors*, for any reason, the *Directors* then in office, may *not* appoint a successor to fill the vacancy. When the office of any *Director* becomes vacant for any reason, the vacancy shall be filled by an election at a *FCEHOA Special Meeting*.

- Within seven (7) days after the vacancy occurs, the *Board of Directors (BOD)* shall issue *Notice of a Special Meeting* for the *FCEHOA Members* in accordance with the *Notice* requirements
- The *BOD* shall notify the RRC/Elections Committee for the purpose of nominating and electing successor *Director(s)* at such called meeting
- Elections to fill such vacancy shall be held within 60 days.

SECTION 6: LOCATION OF MEETINGS (BOD)

The *Directors* of the *FCEHOA* shall hold their meetings, both *Regular* and *Special*, within *Tarrant County, Texas*.

SECTION 7: REGULAR MEETINGS (BOD)

Regular Meetings of the *Board of Directors* shall be held every other month or more frequently:

- notice of all meetings shall be posted
- all *Board of Director* regular meetings are open to the *FCEHOA Members*, subject to the right of the *Board of Directors* to adjourn for executive session
- all *FCEHOA Members* are encouraged to attend *Board* meetings

SECTION 8: SPECIAL MEETINGS (BOD)

Any *Special Meeting* of the *Board of Directors (BOD)* may be called by the President or Secretary or by a majority of the *BODs* within three (3) days notice to each *Director* done in person, by telephone, email, if available, the *FCEHOA* Website, or by first class mail.

Except as may be otherwise expressly provided by any *statute, the FCEHOA "Declaration" (Restrictions, Covenants and Conditions), FCEHOA Rules and Regulations, FCEHOA Architecture and Landscape Guidelines for the ACC, or these Bylaws*, neither the business to be transacted at, nor the purpose of any *Board of Director-Special Meeting* need to be specified in a *Notice* or *Waiver of Notice*.

SECTION 9: QUORUM (BOD)

At all meetings of the *Board of Directors*, the presence of a majority three (3) of the *Directors* shall be necessary and sufficient to constitute a *quorum* for the transaction of business. The actions of the majority of the *Directors* present at any meeting, at which there is a quorum, shall be the act of the *Board of Directors*, except as may be otherwise specifically provided by *statute, the FCEHOA "Declaration" (Restrictions, Covenants and Conditions), FCEHOA Rules and Regulations, or these Bylaws*.

- When a *quorum* is not present at any meeting of *Board of Directors*, the *Directors* present may adjourn the meeting, from time to time, without notice other than announcement at the meeting, until a *quorum* shall be present.

ARTICLE VI DUTIES OF DIRECTORS/OFFICERS

SECTION 1: DUTIES OF DIRECTORS/OFFICERS (5)

The offices to be held by the *Board of Directors (BOD)* shall include:

(1) President (2) Vice President (3) Secretary (4) Treasurer (5) Member-at-Large

Each elected *Director* shall perform or supervise the performance of operational duties and administrative functions of their elected office.

The offices of the *Directors* and their respective duties are as follows:

(1) PRESIDENT

The President shall be responsible to:

- preside at all meetings of the *FCEHOA* and the *Board of Directors*
- see that orders and resolutions of the *Board of Directors* are carried out
- sign all contracts, mortgages, tax returns, and other written instruments
- co-sign all checks and promissory notes
- coordinate or supervise to assure each new homeowners' Title Company will be provided a complete set of the *FCEHOA "Declarations" (Restrictions, Covenants and Conditions)*, *FCEHOA Rules and Restrictions*, *FCEHOA Architecture and Landscape Guidelines for the ACC*, and these *Bylaws* prior to new owner's closing
- assure that Standing Committees are established and maintained and shall announce the *BOD* approval of each Standing Committee's elected Chairperson at regularly scheduled *BOD* meetings
- oversee any reported issues affecting *FCE* homeowners to include follow-up of any reported concerns within five (5) days or as requested by the *BOD*. A written recommended action report may be provided upon request of the *BOD*
- to appoint designated agents for ad hoc committees
- The President may request a written recommended action report from related Standing Committees as needed
- provide reports of any related proceedings at scheduled *Board of Directors* meetings
- will perform or supervise the performance of operational duties and administrative functions as required by the *Board*.

(2) VICE-PRESIDENT

The Vice-President shall be responsible to:

- act in the place and perform the duties of the President when he/she is absent, unable, or unwilling to act
- supervise the operational duties and administrative functions of all *FCE* gates:
 - maintain software of all gate programs and all gate keys. The VP may designate an alternate *BOD* member to have a copy of the software to be kept as a back-up
 - oversee the maintenance and upkeep of all *FCE* gates
 - maintain records of all access gate codes and working with the *FCE* homeowners to provide confidentiality of the access codes
 - work with delivery vendors for temporary access gate codes to maintain security and purpose of a gated community
 - promote and distribute information to *FCE* homeowners concerning the gates
 - oversee issues related to the gates affecting *FCE* homeowners to include follow-up of any reported concerns within five (5) days. The VP will provide the *BOD* a written recommended action report upon request
- oversee any reported issues affecting *FCE* homeowners to include follow-up of any reported concerns within five (5) days or as requested by the President. A written recommended action report may be provided upon request of the *BOD*
- provide reports of any related proceedings at scheduled *Board of Directors* meetings
- will perform or supervise the performance of operational duties and administrative functions as required by the *Board*.

(3) SECRETARY

The Secretary shall perform or cause to be performed the following secretarial activities:

- keep the minutes of all meetings and proceedings of the *Board* and of the *Members*
- the minutes will be made available to all homeowners before the next regularly scheduled *BOD* meeting
- to keep the corporate seal and affix it on all papers requiring said seal
- to serve notice of meetings of the *Board* and *Members*
- to keep the appropriate current records showing the ownership of *Lots* and *Membership* of the *FCEHOA*, with their addresses listed
- to maintain appropriate filing and, if indicated, notification for any *Waiver of Notice*
- to assure all required governing documents and any supplementary documents are processed and signed appropriately. The filing of all required documents with the *FCEHOA Registered Agent* shall be delivered

- *not less than thirty (30) nor more than sixty (60) days from the date such amended document was approved*
- will provide the Rules and Regulations Committee appropriate filing dates of documents and text to be included to the appropriate documents
- shall annually present, to the *Board*, a roster of all Standing Committees listing the Chairperson and its member(s) for the purpose of the *BODs* to review and announce approval
- will participate with the Election Committee for any election: provide an updated roster list for each election to validate *Qualified Members* for voting and maintain record-keeping of all votes and/or proxy(s) delivered prior to any voting process; may designate Election Committee Chairperson or a committee member to assist with the process of voting and for the purpose of receiving proxies
- oversee any reported issues affecting *FCE* homeowners to include follow-up of any reported concerns within five (5) days or as requested by the President. A written recommended action report may be provided upon request of the *BOD*
- provide reports of any related proceedings at scheduled *Board of Directors* meetings
- will perform or supervise the performance of operational duties and administrative functions as required by the *Board*.

(4) TREASURER

The Treasurer shall perform or cause to be performed the following financial activities:

- shall receive and deposit in appropriate bank accounts all monies of the *FCEHOA* and disburse such funds as directed by a Resolution of the *Board*
- shall sign all checks and promissory notes
- shall cause an annual audit of the *FCEHOA* fiscal books or any other required record keeping to be maintained until the completion of each fiscal year
- shall prepare an annual budget and a statement of income and expenditures to be presented to the *Membership* at its regular *Annual Meeting*
- shall deliver a copy of the budget and assessments adopted by the *Board* to each *Member* by U.S. Mail
- shall perform as Chairperson of the Finance Committee and supervise the operational duties and administrative functions of the Finance Committee and its members
- shall assist with designated *BOD* to assure each new homeowners' Title Company will be provided a complete set of the *FCEHOA* "*Declaration*" (*Restrictions, Covenants and Conditions*), *FCEHOA Rules and Restrictions*, *FCEHOA Architecture and Landscape Guidelines for the ACC*, and these *Bylaws* prior to new owner's closing
- oversee any reported issues affecting *FCE* homeowners to include follow-up of any reported concerns within five (5) days or as requested by the President. A written recommended action report may be provided upon request of the *BOD*
- provide reports of any related proceedings at scheduled *Board of Directors* meetings
- will perform or supervise the performance of operational duties and administrative functions as required by the *Board*.

NOTE: If the office of the Treasurer, for any reason, becomes vacant, then the Member-at-Large shall be temporarily assigned to perform necessary duties of the Treasurer.

(5) MEMBER-AT-LARGE

The Member-at-Large shall perform or cause to be performed the following:

- coordinate and monitor ongoing maintenance and repairs to the *FCEHOA Common Properties*, ball and soccer fields, playground areas and easements
- obtain service contracts, management contracts, insurance contracts
- will assure any lessee abides by all rules and regulations of the *FCEHOA* and its *Bylaws*
- maintaining operations of the *Common Properties* Sprinkler System
- oversee related issues affecting *FCE* homeowners to include follow-up of any reported concerns within five (5) days. A written recommended action report will be provided to the *BOD* upon request
- temporarily perform necessary duties of the Treasurer should the office of Treasurer become vacant for any reason
- provide reports of any related proceedings at scheduled *Board of Directors* meetings

- will perform or supervise the performance of operational duties and administrative functions as required by the *Board*.

ARTICLE VII COMMITTEES

SECTION 1: STANDING COMMITTEE: Numbers and Names

The following Standing Committees shall be established by the *Board of Directors*. Each Standing Committee shall perform or supervise the performance of all operational duties and administrative functions which are directed by the *FCEHOA “Declaration” (Restrictions, Covenants and Conditions), FCEHOA Rules and Regulations, Architecture and Landscape Guidelines for the ACC*, or these *Bylaws* and any provisions required to be exercised or done by the *Board of Directors*.

1. *Architectural Control Committee (ACC)*
2. *Finance Committee*
3. *Rules and Regulations Committee (RRC)/Elections Committee*
4. *Equestrian Committee*
5. *Social and Communication Committee*

SECTION 2: GENERAL PROVISIONS: Qualifications and Restrictions

All members participating on any committee shall be *Qualified Members* of the *FCEHOA* and

- each Chairperson shall be elected by the members of each committee and both the Chairperson and its members shall perform the duties and obligations of the committee.
- each Chairperson and committee member shall be approved by a majority vote of the *BOD* at least annually or upon any changes of the members of any committee.
- each Chairperson shall maintain a roster of each member participating on the committee and shall provide a copy of this roster to the *Board of Directors* at each *Annual Meeting* or whenever there is any change to the roster. Any change will not be announced until approval is announced by the *BOD* at next regular meeting or may be sooner as indicated by need of the committee. Upon request, written records may be provided to the *BOD*.
- each Committee Chairperson will provide a written report of expected expenditures to the *FCEHOA* Treasurer. The Treasurer may determine when to announce that requests be submitted from the Committees for consideration of any funding for expenditures. Each funding request shall require a majority vote of the *BOD* for approval and is to be recorded by the Secretary. Upon approval, the Treasurer should respond in writing to the committee’s request and such approval shall be included in the *Board of Director’s* meeting minutes.
- committee activities will be assigned by *Board of Directors*.
- will provide information of all committee activities and proceedings to the *Board* at their regular monthly meetings.
- each committee will be responsible to maintain, and to provide upon request of the *Board of Directors*, written minutes of all meetings, a current roster listing all members.
- any Standing Committee member may *not* be a Chairperson to more than one committee.
Exception: this requirement does not apply to any temporary committees such as ad hoc committees.
- any Standing Committee member may participate on more than one committee
- no *Board of Director* may serve as Chairperson or participate as member of the following Standing Committees:
 - *Architectural Control Committee (ACC)*
 - *Rules and Regulations Committee (RRC)*
 - *Equestrian Committee***Exception:** this will not restrict any *BOD* to participate as a volunteer for any social or clean-up or other events as requested by the committees to all of the *FCEHOA Members*.
- Additional ad hoc committees shall be appointed by the President with approval of the *BOD* as the need arises.

SECTION 3: DUTIES OF THE STANDING COMMITTEES

(1) ARCHITECTURAL CONTROL COMMITTEE (ACC)

As mandated by the FCEHOA “Declaration” (*Restrictions, Covenants and Conditions*): Article 6-Section 1, this committee shall be composed of minimum three (3) members: one (1) Chairperson and two (2) members. This committee will meet as required or at a minimum once a quarter.

This committee shall perform the duties designated in the “Declaration” (*Restrictions, Covenants and Conditions*), which include, but are not limited to:

- approve or disapprove the design, location, details, color, texture, materials and specifications of all new construction, landscaping and tree removal
- approve any additions or modifications to buildings or *Lots*
- enforce the spirit and intent of the FCEHOA “Declaration” (*Covenants and Restrictions*), *Rules and Regulations, Architecture and Landscape Guidelines for the ACC* and these *Bylaws*
- oversee related issues affecting FCE homeowners to include follow-up of any reported concerns within five (5) days. The chairperson will provide the *BOD* a written recommended action report upon request
- keep minutes of all meetings
- maintain a non-bias role to the community
- provide reports of related proceedings at scheduled *Board of Directors* meetings
- and the Chairperson will perform or supervise the performance of operational duties and administrative functions of the committee and will perform such other duties as required by the *Board*.

NOTE: All decisions and sanctions required by this committee shall be based on an adopted set of the architectural and landscape guidelines which will be consistent judgments based on any statutes, the FCEHOA “Declaration”: *Article VI, VII; FCEHOA Rules and Regulations; FCEHOA Architecture and Landscape Guidelines* and these *Bylaws*.

Decisions of this committee may be appealed. ACC shall report all appeals to the *Board of Directors* by the next scheduled *BOD* meeting upon receipt of each appeal.

(1) FINANCE COMMITTEE

As mandated by the FCEHOA “Declaration” (*Restrictions, Covenants and Conditions*), the Chairperson of this committee shall be the FCEHOA Treasurer, with a minimum of two (2) additional members. This committee will meet as required or at a minimum once a quarter.

This committee shall be responsible to:

- prepare a proposed budget each year for submission to the *Board* for action
- review the expenses periodically during the year to determine if any significant deviations are occurring and to recommend actions for the *Board* to make appropriate adjustments
- recommend the assessment level each year to cover anticipated expenses
- be responsible for maintaining a record of the status of assessment payments for each *Lot*
- recommend appropriate action to the *Board* for collection of any delinquency
- oversee related issues affecting FCE homeowners to include follow-up of any reported concerns within five (5) days. The chairperson will provide the *BOD* a written recommended action report upon request
- keep minutes of all meetings
- maintain a non-bias role to the community
- provide reports of related proceedings at scheduled *Board of Directors* meetings
- and the Chairperson will perform or supervise the performance of operational duties and administrative functions of the committee and will perform such other duties as required by the *Board*.

(1) RULES AND REGULATIONS COMMITTEE (RRC)

This committee shall be composed of minimum three (3) members: one (1) Chairperson and two (2) members. This committee will meet as required or at a minimum once a quarter.

This committee shall be responsible to:

- interpret the FCEHOA “Declaration” (*Restrictions, Covenants and Conditions*), *FCEHOA Rules and Regulations* or these *Bylaws* currently filed and recorded at the office of County Clerk Office
- maintain the FCEHOA “Declaration” (*Restrictions, Covenants and Conditions*), *FCEHOA Rules and Regulations*, and these *Bylaws*
- recommend new or amended rules and regulations, from time to time, as conditions may warrant for

- modifications of existing *FCEHOA* governing documents to the *Board*
- from time to time, provide each *FCEHOA Member* approved amendments for any of the *FCEHOA “Declaration” (Restrictions, Covenants and Conditions), FCEHOA Rules and Regulations, FCEHOA Architecture and Landscape Guidelines for ACC*, and these *Bylaws* for the homeowners personal filing purposes
- oversee related issues for any of the governing documents and provisions and to include follow-up of any reported concerns within five (5) days. The chairperson will provide the *BOD* a written recommended action report upon request
- keep minutes of all meetings
- maintain a non-bias role to the community
- provide reports of related proceedings at scheduled *Board of Directors* meetings
- and the Chairperson will perform or supervise the performance of operational duties and administrative functions of the committee and will perform such other duties as required by the *Board*.

(3.a) The RRC shall serve as the Election Committee and all related processes:

The duties and obligations shall include the following:

- To obtain written nominations from any *FCEHOA Member* by written notice for purpose of an election to the *Board of Directors* which will include maintaining a record of all nominations received
 - Each *FCEHOA Member* shall have right to nominate one *Qualified Member (QM)* for each vacancy to be filled.
- No nominations will be rejected by the Elections Committee provided the person(s) so nominated consents to being considered for election. The Secretary will validate each nomination to ensure each *Member* nominated is qualified prior to any election
- To make as many nominations for election to the *Board* as it shall in its discretion determine, but not less than one (1) for each vacancy to be filled. The committee shall present its report to the *BOD* and provide the Secretary a written list of all nominations received. This shall be at least sixty (60) days before the *Annual or Special Meeting*.
- will monitor that no *Qualified Member* may run for more than one *Director* position during the same election.

Election Monitoring duties and obligations shall include:

The RRC Chairperson or designated member(s) shall participate with the *FCEHOA* President and the *FCEHOA* Secretary to conduct the portion of the *Annual or Special Meeting* devoted to elections or any voting process:

- Will assure quorum numbers and number of person present are counted and recorded.
- The RRC/Election committee may assist the Secretary with the collection of votes for purpose of counting and will provide results of votes to the Secretary for announcement of election results. Announcement of total votes received may be delayed until all votes are validated. Upon request, a written report may be provided to the Secretary. The Secretary will be given all original ballots/proxy(s) for validation of all votes and for filing purposes.
- Minimum three (3) members shall be present to count the votes.
NOTE: If, for any reason, there are not three (3) RRC members available to count votes, then the *FCEHOA* Secretary may appoint a *Member* for the purpose to count votes.
Exception: If any RRC member is related to any person represented on a ballot, that RRC member shall not participate with any counting of votes
**** NOTE:** Any *Board of Director* shall be elected with a plurality (most votes) of the votes cast.

(4) EQUESTRIAN COMMITTEE

This committee shall be composed of minimum three (3) members: one (1) Chairperson and two (2) members. No *BOD* shall participate as Chairperson or member of this committee. This committee will meet as required or at a minimum once a quarter. This committee’s purpose shall be responsible for those rules and regulations affecting homeowners that concern equestrian issues in the *FCEHOA*.

This committee shall be responsible to:

- enforce the spirit and intent of the *FCEHOA “Declaration” (Restrictions, Covenants and Conditions), FCEHOA Rules and Regulations, Architecture and Landscape Guidelines of the ACC, FCEHOA Bylaws, or any statutes* related to equestrian issues in *FCE*
- assure a process to monitor all *FCE* equestrian owners provide written documentation for negative Coggins

Report for each horse owned and will also assure a process to monitor that any equine “visitor” have a negative Coggins report prior to participation with any *FCE* equestrian or community activities

- provide for the maintenance and upkeep of the Equestrian Arena
- define authorized equestrian areas within the *FCE* and, upon *BOD* approval/approval, distribute to all *FCEHOA Members* at the *FCEHOA Annual Meeting* or as needed
- may promote and/or distribute information to homeowners concerning equestrian activities in our community as well as surrounding communities
- oversee related issues affecting *FCE* homeowners to include follow-up of any reported concerns within five (5) days. The chairperson will provide the *BOD* a written recommended action report upon request
- keep minutes of all meetings
- maintain a non-bias role to the community
- provide reports of related proceedings at scheduled *Board of Directors* meetings
- and the Chairperson will perform or supervise the performance of operational duties and administrative functions of the committee and will perform such other duties as required by the *Board*.

(4) SOCIAL AND COMMUNICATIONS COMMITTEE

This committee shall be composed of minimum three (3) members: one (1) Chairperson and two (2) members. This committee will meet as required or at a minimum once a quarter.

This committee shall be responsible to:

- coordinate and schedule social activities and other activities, including the ball and soccer fields for the benefit of the *FCE* community
- provide information through as many resources available and convenient to coordinate distribution of scheduled *FCE* community activities
- oversee related issues affecting *FCE* homeowners to include follow-up of any reported concerns within five (5) days. The chairperson will provide the *BOD* a written recommended action report upon request
- keep minutes of all meetings
- maintain a non-bias role to the community
- provide reports of related proceedings at scheduled *Board of Directors* meetings
- and the Chairperson will perform or supervise the performance of operational duties and administrative functions of the committee and will perform such other duties as required by the *Board*.

SECTION 4: TENURE AND REMOVAL/REPLACEMENT (Standing Committees)

TENURE

The Chairperson of each Standing Committee and its members’ tenure may continue through the following process:

- Each Committee Chairperson shall be annually re-elected by its members and results shall be documented in the committee’s minutes and annual roster. The *Board of Directors* shall receive a copy of the roster annually, or when any changes, for review of elected chairperson and the members of each committee. The *BOD* will annually reaffirm *Qualified Member(QM)* status of each Chairperson and shall announce its approval at the next regular *BOD* meeting or sooner if indicated by the need of the committee.
- Each member of each committee shall be verified annually for *QM* status by the *BOD* which shall announce approval at the next regular meeting, or sooner as indicated by the need of the committee. Each member must agree to serve.

REMOVAL/REPLACEMENT

MEMBERS

Any committee member may be removed, with or without cause, from the committee by a majority vote of the committee members and with the approval of the *BOD*.

The following may be considered:

- inability or refusal to enforce any of the *FCEHOA “Declaration” (Covenants and Restrictions), FCEHOA Rules and Regulations, Architecture and Landscape Guidelines of the ACC, FCEHOA Bylaws, or any statutes*
- does not regularly attend meetings, actively participate with proceedings, maintain a non-bias role to the community
- the removal shall be without prejudice

Any new member or any replacement of a member will be indicated in each of the committee rosters. A copy will be provided to the *BOD* to indicate member roster changes. The *BOD* shall announce committee roster changes and provide approval at the next regular *BOD* monthly meeting or sooner as indicated by the need of the committee.

CHAIRPERSON

A Chairperson of any committee may be removed, with or without cause, by a majority vote of the committee members and with the approval of the *BOD*.

The following may be considered:

- inability or refusal to enforce any of the *FCEHOA* “*Declaration*” (*Covenants and Restrictions*), *FCEHOA Rules and Regulations*, *Architecture and Landscape Guidelines of the ACC*, *FCEHOA Bylaws*, or any *statutes*
- inability or refusal to perform or supervise the performance of operational duties and administrative functions of their committee as required by the *BOD*
- does not regularly attend meetings, actively participate with proceedings, maintain a non-bias role to the community
- the removal shall be without prejudice

Due to any resignation or removal or vacancy, the committee members will elect, by a majority vote, a new Chairperson and requires the approval of the *BOD*.

ARTICLE VIII GENERAL PROVISIONS

SECTION 1: FISCAL YEAR

The Fiscal Year is to be determined by the *FCEHOA* Treasurer and with consent of the *Board* and announced at the *FCEHOA Annual Meeting*.

SECTION 2: OFFICIAL SEAL

There shall be no necessity for a *FCEHOA* seal, but if there should be one, such a seal shall have inscribed thereon the name of the *FCEHOA* and the word *Tarrant County of Texas*. Such seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

SECTION 3: INDEMNIFICATION

The *FCEHOA* shall indemnify any *Director* or any former *Director* of the *FCEHOA*, against expenses actually and necessarily incurred by him/her and any amount paid in satisfaction of judgments in connection with any action, suit or proceeding, whether civil or criminal in nature, in which he/her is made a party by reason or being or having been such a *Director*, (whether or not a *Director*, at the time such costs or expenses are incurred by or imposed upon him/her) except in relation to matters as to which he/she shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of duty.

The *FCEHOA* shall pay or cause to be paid to any *Director*, the reasonable costs of settlement of any such action, suit or proceeding. Such right of indemnification shall not be deemed exclusive of any other rights to which such *Director* may entitled by law or under any bylaw, agreement, vote of *Members* or otherwise.

ARTICLE IX AMENDMENTS

SECTION 1: BYLAW AMENDMENTS

These *FCEHOA Bylaws* may be altered or amended by the affirmative vote of two-thirds of *Qualified Members* voting in person or by proxy at a duly called *Annual* or *Special Meeting* at which a *quorum* of *Qualified Members* is present.

ADDENDUM

INCLUDED FOR INFORMATION PURPOSES ONLY

ARTICLE I -OFFICES, DEFINITIONS; SECTION 1: REGISTERED OFFICE AND AGENT

Current Registered Office and Agent:

Dean A. Riddle, Riddle & Williams, P.C.

3811 Turtle Creek Blvd., Suite 1050, Dallas, Texas 75219

EXECUTED this _____ (day) of _____ (month) and _____ (year).

By: _____

STATE OF TEXAS

COUNTY OF TARRANT

This document known as Fossil Creek Estates Homeowners Association *Bylaws* of Fossil Creek Estates was acknowledged before me on the _____ (day) of _____ (month/year) on behalf of _____.

NOTARY PUBLIC SEAL
STATE of TEXAS

NOTARY PUBLIC IN AND FOR THE STATE OF TEXAS

Signature: _____

Notary's printed name: _____

My commission expires: _____

AFTER RECORDING RETURN TO:

**Fossil Creek Estates HOA, Inc.
P.O. Box 162657
Attn: Mike Patton, FCEHOA President
Fort Worth, Texas 76161**