

BYLAWS OF
THE FRONTIER LAKES PROPERTY OWNERS
ASSOCIATION, INC. OF WILLIS, TX

(Revised August 2023)

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ARTICLE 1

Offices

1.01 Principal Office. The principal office of the Association shall be Frontier Lakes Property Owners Association, c/o 14937 Fannin Rd, Willis, TX 77378.

1.02 Other Offices. The corporation also may have offices at such other places within the State of Texas as the Board of directors may from time to time determine of the business of the Association may require.

1.03 Change of Location. The Board of Directors may change the location of any office of the Association.

ARTICLE 2

Definitions

2.01 "Association" shall mean and refer to the Frontier Lakes Property Owners Association, Inc. of Willis, Texas, its successors and assigns.

2.02 "Subdivision" shall mean and refer to that certain real property known as Frontier Lakes, Section One recorded in Volume 5, Page 579, of the Map Records of Montgomery County, Texas; Frontier Lakes, Section three recorded in volume 7, Page 89, of the Map Records of Montgomery County, Texas; Frontier Lakes, Section four recorded in volume 7, Page 187, of the Map Records of Montgomery County, Texas; and Frontier Lakes, Section Five recorded in volume 676, Page 441, of the Deed Records of Montgomery County, Texas, as such maps or plats may be amended from time to time, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

2.03 "Common Area" shall mean all real property, if any, within the Subdivision, owned by the Association and/or dedicated for the common use and enjoyment of the Owners of property in the Subdivision.

2.04 "Lot" or "Lots" shall mean and refer to the lots as shown on the plats of the Subdivision and any other tracts brought within the jurisdiction of the Association.

2.05 "Owner" shall mean and refer to the recordowner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Subdivision. In the event of an executor contract for installment sale or contract for deed covering any Lot, the "Owner" shall be the purchaser named in the contract. "Owner" does not include those persons or entities having an interest in the mineral estate only.

2.06 "Restrictions" shall mean and refer to the restrictions and covenants applicable to the Subdivision, as set out in the Official Public Records of Real Property of Montgomery County, Texas, together with any amendments thereto.

2.07 "Member" shall mean and refer to those persons entitled to membership in the Association.

ARTICLE 3

Qualifications for Membership

3.01 Membership. The membership of the Association shall consist of all the owners of the Lots within the Subdivision or brought within the scheme of the Restrictions for the subdivision pursuant to the provisions and authority of said Restrictions, including contract purchasers. The foregoing is not intended to include persons or entities that hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot.

3.02 Proof of Membership. The right of membership shall not be exercised by any person until satisfactory proof has been furnished to the Secretary of the Association that the person is qualified as a Member. Such proof may consist of a copy of a duly executed and acknowledged deed, contract for deed or title insurance policy evidencing ownership of a lot of Lots in the Subdivision. Such deed, contract for deed or policy shall be deemed conclusive in the absence of a conflicting claim based on a later deed, contract or policy.

3.03 No Additional Qualification. The sole qualification for membership shall be ownership of a Lot or Lots in the Subdivision. No initiation fees, costs or dues shall be assessed against any person as a condition of membership except such assessments, levies, and charges as are specifically authorized under the Restrictions.

ARTICLE 4

Voting Rights

4.01 Voting. If record title to a particular Lot or Lots is in the name of two or more persons, all co-owners shall be Members and may attend any meeting of the Association but the voting rights appurtenant to each such Lot may not be divided and fractional votes shall not be allowed. Any one of said co-owners may exercise the vote appurtenant to each such Lot so owned at any meeting of the Members and such vote shall be binding and conclusive on all of the other co-owners of said Lot who are not present; provided, if one of the non-attending co-owners has given the Association notice of objection to the attending co-owner's vote, no vote shall be cast for said Lot except upon notice of unanimous consent by all such co-owners being given to the Association. In the event more than one vote is cast for a single Lot by an Owner, none of the

votes so cast shall be counted and all such votes shall be deemed void. 4.02 Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with or emailed to the Frontier Lakes Property Owners Association, P.O. Box 1758, Willis, TX, 77378., or an assignee of the Secretary of the Association. Every proxy shall be revocable and shall automatically cease on conveyance by the Member of his Lot, or on receipt of notice by the Secretary of the Death or judicially declared incompetence of such Member. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise specifically provided in the proxy.

4.03 Quorum. The presence, either in person or by proxy, at any meeting, of at least ten (10) Members shall constitute a quorum for any action. In the absence of a quorum at a meeting of Members, a majority of those Members present in person or by proxy may adjourn the meeting to a time not more than fifty (50) days from the meeting date.

4.04 Required Vote. The vote of the majority of the votes entitled to be cast by the Members present, or represented by proxy, at a meeting at which a quorum is present shall be the act of the meeting of the members, unless the vote of a greater number is required by statute, the Articles of Incorporation or these Bylaws.

4.05 Cumulative Voting. Cumulative voting shall not be permitted.

ARTICLE 5

Meetings of Members.

5.01 Annual Meetings. The annual meeting of the Members of the Association shall be held in August of each year on a date, time and place as designated by the Board of Directors.

5.02 Semi-Annual Meetings. Semi-annual meetings of the Members may be held in February of each year, at a date, time and place as designated by the Board of Directors.

5.03 Special Meetings. Special meetings of the Members may be called by the President, the Board of Directors, or by Members representing at least ten (10) percent of the total votes entitled to be cast by the Members.

5.04 Place. Meetings of the Members shall be held within the Subdivision or at a convenient meeting place as close thereto as possible as the Board may specify in writing. Attendance at an agreed-upon electronic meeting that is conducted over the Internet using mediating technologies, such as online services, computer hardware and software, etc., where technology is used to generate objects and environments that are presented is also acceptable.

5.05 Notice of Meetings. Written notice of all Members' meetings shall be given by or at the direction of the Secretary of the Association (or other persons authorized to call the meeting) by mailing, emailing, or personally delivering a copy of such notice at least ten (10) but not more

than fifty (50) days before such meeting to each Member entitled to vote at such meeting, addressed to the Member's address last appearing on the books of the Associations, 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, in the case of a special meeting, the nature of the business to be undertaken. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Member at the address last appearing on the books of the Association with postage thereon paid. If Member has so requested, delivery can be made through email (electronic) transmission.

5.06 Order of Business at Meetings. The order of business at all meetings of the Members shall be as follows:

- A. Roll call;
- B. Proof of notice of meeting or waiver of notice;
- C. Reading of Minutes of preceding meeting;
- D. Reports of officers;
- E. Reports of committees;
- F. Election of directors;
- G. Unfinished business, and
- H. New Business.

ARTICLE 6

Board of Directors

6.01 Number. The affairs of the Association shall be managed by the Board of Directors consisting of no more than ten (10) persons. The number of Directors comprising the Board of Directors may be increased or decreased within these limits by resolution of the Board. All Directors must be members of the Association. There are currently four (4) officers.

6.02 Term. There shall be two (2) classes of directors. The Directors (including two (2) officers) shall be Directors in the second class. Directors in the second class shall hold office until the Annual Meeting of Members and until their successors are elected and qualified.

At each Annual Meeting of Members thereafter, Directors will be elected for the class whose term of office expires at that meeting, and they will hold office until the second annual meeting of Members after their election and until their successors are elected and qualified.

6.03 Removal. Directors may be removed from office with cause by a majority vote of the Members of the Association.

6.04 Vacancies. In the event of a vacancy on the Board caused by the death, resignation, or removal of a Director, the remaining Directors shall, by majority vote, elect a successor who shall serve for the unexpired term of his predecessor in office.

6.05 Compensation. No Director shall receive compensation for any service he may render to the Association. A Director may, however, be reimbursed by the Board for actual expenses incurred by him in the performance of his duties.

6.06 Powers and Duties. The Board shall have the powers and duties, and shall be subject to limitations on such powers and duties, as enumerated in these Bylaws or in the Restrictions or as set forth in the Articles of Incorporation of the Association. In addition, the Board of Directors shall have the following powers and duties:

a. 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;

b. supervises all officers, agents and employees of this Association, and sees that their duties are properly performed;

c. as more fully provided in the Restrictions to:

1. Adjust the amount of the annual assessment against each lot;

2. Send written notice of each assessment to every Owner subject thereto; and

3. Foreclose the lien against any property for which assessments are not timely paid and/or bring an action at law against each Owner personally obligated to pay the same;

d. issue, or to cause an appropriate office 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;

e. procures and maintains, if possible, adequate liability and hazard insurance on property owned by the Association;

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

g. causes the Common Area to be maintained;

h. causes the Restrictions of the Subdivisions to be enforced and administered;

i. causes the architectural control of the Subdivision to be performed as set forth in the Restrictions;

j. employs such accountants, attorneys, contractors, or other persons or entities as the Board deems necessary to manage and administer the affairs of the Association;

k. manages the affairs of the Association; and

l. performs all acts and does all things provided for or contemplated to be done by the Association in the Restrictions.

Directors shall exercise ordinary business judgment in managing the affairs of the Association. Directors shall act as fiduciaries with respect to the interests of the Members. In acting in their official capacity as Director of this Association, directors shall act in good faith and take actions they reasonably believe to be in the best interests of the Association and that are not unlawful. In all instances, the directors shall not take any action that they should reasonably believe would be contrary to the Association's best interests or would be unlawful. A director shall not be liable if, in the exercise of ordinary care, the director acts in good faith relying on written financial and legal statements provided by an accountant or attorney retained by the Association.

6.07 Actions of Board of Directors. The Board of Directors shall try to act by consensus. However, the vote of a majority of directors present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of directors unless the act of a greater number is required by law or these Bylaws. A director who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decisions of the board of Directors. For the purpose of determining the decision of the Board of Directors, a director who is represented by proxy in a vote is considered present.

ARTICLE 7

Nomination of Directors

7.01 Nomination and Election of Directors. Nomination for election to the Board of Directors shall be made by a Nominating Committee by way of procedures established by the Board of Directors.

7.02 Election. Directors are elected at the annual meeting of Members of the Association. Members, or their proxies, may cast, in respect to each directorship to be filled, as many votes as they are entitled to exercise under the provisions of the Restrictions. The nominees receiving the highest number of votes shall be elected. No Member may cumulate votes.

ARTICLE 8

Meetings of Directors

8.01 Regular Meetings. Regular meetings of the Board of Directors shall be held no less often than monthly at such place and at such time as may be fixed from time to time by resolution

of the Board. The first regular meeting of each new Board shall be held within thirty (30) days after the annual meeting of Members. No notice shall be required of regular meetings of the Board.

8.02 Special Meetings. Special meetings of the Board of Directors shall be held when called by written notice **or electronic transmission** signed by the President, Secretary of the Board of Directors, or by any two Directors. The notice shall specify the time and place of the meeting and the nature of any special business to be considered. Notice of any special meeting must be given to each director not less than five (5) days (except in the case of emergencies), or more than twenty (20) days prior to the date fixed for such meeting by written notice delivered personally or sent by mail or email to each Director at his address as shown in the records of the Association.

8.03 Quorum. A quorum for the transaction of business by the Board of directors shall be a majority of the number of directors constituting the Board of Directors as fixed by these Bylaws.

8.04 Voting Requirement. The act of the majority of Directors present at a meeting at which a quorum is present shall be the act of the board of directors unless any provisions of the Articles of Incorporation or these Bylaws require the vote of a greater number.

8.05 Open Meetings. Regular and special meetings of the Board shall be open to all Members of the Association; provided, however, that Association Members who are not on the Board may not participate in any deliberation or discussion unless expressly so authorized by the vote of a majority of a quorum of the Board.

8.06 Executive Session. The Board may, with the approval of a majority of the quorum, adjourn a meeting and reconvene in executive session to discuss and vote on personnel matters, litigation in the Association is or may become involved and other business of a confidential nature. The nature of any and all business to be considered in executive session shall first be announced in open session.

8.07 Action with Meeting. Any action required by law or these Bylaws to be taken at a meeting of the Directors, may be taken without a meeting of a consent in writing, setting forth the action so taken, shall be signed by all the Directors and filed with the Secretary of the Association.

ARTICLE 9

Committees

9.01 Appointed by Board of Directors. The Board of Directors shall appoint such committees as are required by the Restrictions. The Board may from time to time establish and appoint such other committees as it shall deem necessary and advisable to assist the Board in

the general operation and management of the Association. The Chairman and all Members of each such committee must be a member of the Association.

9.02 Authority of Committees. The Board of Directors may grant to any committee thus established by the Board such authority and power consistent with these Bylaws as the Board shall deem required to carry out the intended purposes and functions of such committee.

9.03 Discharge of Committees and Committeemen. The Board of Directors may discharge any committee established by the Board and may remove and replace any committeeman appointed to any committee.

ARTICLE 10

Officers

10.01 Enumeration of Officers. The Officers of this Association (who shall at all times be members of the Board of Directors) shall be a President, a Vice President, a Secretary, and a Treasurer. The Board of Directors may, by resolution, create such other offices as it deems necessary or desirable.

10.02 Term. The Officers of this Association shall be elected Biennially by the Board of Directors, and each shall hold office for a term of two (2) years, unless such officer shall sooner resign, be removed or be otherwise disqualified to serve.

10.03 Resignation and Removal. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect at the date of receipt of such notice or at any later time specified therein. Any officer may be removed from office by the Board whenever, in the Board's judgment, the best interests of the Association would be served by such removal.

10.04 Multiple Offices. Any two or more offices may be held by the same person, except the offices of President and Secretary.

10.05 Compensation. Officers shall not receive compensation for services rendered to the Association.

ARTICLE 11

President

11.01 Election. At the first meeting of the Board immediately following the annual meeting of the Members, the Board shall elect Member(s) to fill open executive positions on the board.

11.02 Duties. The President shall:

- A. Preside over all meetings of the Members and of the Board;
- B. Sign as President all deeds, contracts and other instruments in writing which have been first approved by the Board, unless the Board, by duly adopted resolution, has authorized the signature of a lesser officer;
- C. Call meetings of the Board whenever he deems it necessary in accordance with rules and on notice agreed to by the board. The notice period shall, with the exception of emergencies, in no event be less than five (5) days; and
- D. Have, subject to the advice of the Board, general supervision, direction and control of the affairs of the Association and discharge such other duties as may be required of him by the Board.

ARTICLE 12

Vice President

12.01 Election. At the first meeting of the Board immediately following the annual meeting of the Members, the Board shall elect one of its members as Vice President.

12.02 Duties. The Vice President shall:

- A. Act in the place and in the stead of the President in the event of his absence, inability, or refusal to act; and
- B. Exercise and discharge such other duties as may be required of him by the Board. In connection with any such additional duties, the Vice President shall be responsible to the President.

ARTICLE 13

Secretary

13.01 Election. At the first meeting of the Board immediately following the annual meeting of the Members, the Board shall elect one of its members as Secretary.

13.02 Duties. The Secretary shall:

- A. Keep a record of all meetings and proceedings of the Board and of the Members;
- B. Keep the seal of the Association, if any, and affix it on all papers requiring said seal;
- C. Serve such notices of meetings of the Board and the Members required either by law or by these Bylaws;
- D. Keep appropriate current records showing the members of this Association together with their addresses; and

E. Sign as Secretary all deeds, contracts, and other instruments in writing which have been first approved by the Board if said instruments require a second Association signature, unless the Board has authorized another Officer to sign in the place and stead of the Secretary by duly adopted resolution.

F. Maintain all sources of communication with Members including the website, any message boards, physical or electronic, and any mass emails.

ARTICLE 14

Treasurer

14.01 Election. At the first meeting of the Board immediately following the annual meeting of the Members, the Board shall elect one of its members as Treasurer.

14.02 Duties. The Treasurer shall:

- A. Receive and deposit in such bank or banks as the Board may from time to time direct, all of the funds of the Association;
- B. Be responsible for, and supervise the maintenance of books and records to account for such funds and other Association assets;
- C. Disburse and withdraw said funds as the Board may from time to time direct, and in accordance with prescribed procedures; and
- D. Prepare and distribute the financial statements for the Association required by the Restrictions.

ARTICLE 15

Books and Records

15.01 Maintenance. Complete and correct records of accounts and minutes of proceedings of meetings of Members, Directors, and committees shall be kept at the registered office of the Association. A record containing the names and address of all Members entitled to vote shall be kept at the registered office or principal place of business of the Association.

15.02 Inspection. The Restrictions of the Subdivision, the Articles of Incorporation and the Bylaws of the Association, the membership register, and the books of account and the minutes of proceedings, shall be available for inspection and copying by any Member of the Association or any Director for any proper purpose at any reasonable time.

ARTICLE 16

Amendments

16.01 Amendments. The Board of Directors of this Association is expressly authorized to alter, amend, or repeal the Bylaws or to adopt new Bylaws of this Association, upon a minimum of thirty (30) days' notice to members; but the Bylaws made by the Directors and the powers so conferred may be altered or repealed by the Members.

ARTICLE 17

Conflicts

17.01 Restrictions Govern. In the event of a conflict between the provisions of these Bylaws and the Restrictions, the terms and provisions of the Restrictions shall prevail.