

BYLAWS
OF
ROCKBRIDGE HOMEOWNERS ASSOCIATION, INC.

ARTICLE 1.
DEFINITIONS

1.01 Rockbridge Defined: Rockbridge (herein also called "Rockbridge") shall mean all of the real property located in the County of Walker, State of Texas, including the land, all improvements and structures on the land, and all easements, rights, and appurtenances to the land, more particularly described as follows: All of that property shown on the plat of Rockbridge subdivision recorded in Volume 7, Page 23 of the Plat Records of Walker County, Texas. Rockbridge will consist of a subdivision or community, platted or unplatted, all of which shall be subject to the authority of a single homeowner's association as defined below.

1.02 Declaration Defined: DECLARATIONS shall mean all of the Declarations of Covenants, Conditions and Restrictions, now or hereafter filed in the County Clerk's office in Walker County, Texas, and affecting Rockbridge or any portions thereof, including any amendments to the Declarations as may be made from time to time in accordance with the terms of the Declarations.

1.03 Other Terms Defined: Other terms used in these Bylaws shall have the meaning given them in the Declarations, incorporated by reference and made a part of these Bylaws.

ARTICLE 2
APPLICABILITY OF BYLAWS

2.01 Corporation: The provisions of these Bylaws constitute the Bylaws of the Texas nonprofit corporation known as ROCKBRIDGE HOMEOWNERS ASSOCIATION, INC, referred to as the "Association."

2.02 Applicability: The provisions of these Bylaws are applicable to Rockbridge as defined in Paragraph 1.01 of these Bylaws.

2.03 Personal Application: All present or future Owners, their employees, guests, or other persons that use the facilities of Rockbridge or its Common Areas, in any manner are subject to the regulations set forth in these Bylaws. The mere acquisition of any of the Lots of Rockbridge or the mere act of occupancy of any of the Lots or Common Areas will signify that these Bylaws are accepted and ratified and will be complied with by the purchaser or occupant.

ARTICLE 3
OFFICES

3.01 Principal Office: The principal office of the Association shall be located 2900 Cain Road. College Station, Texas 77845 at such location as the Board may determine from time to time.

3.02 Registered Office and Registered Agent: The Association shall have and shall continuously maintain in the State of Texas a registered office and a registered agent, whose office is identical with the registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the corporation, and the address of the

registered office may be changed from time to time by the Board of Directors.

ARTICLE 4 QUALIFICATIONS FOR MEMBERSHIP

4.01 Membership: The membership of the Association shall consist of all the Owners of the Lots within Rockbridge.

4.02 Proof of Membership: In the absence of prior registration in the records of the Secretary of the Association, the rights 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 or title insurance policy evidencing ownership of a Lot in Rockbridge. Such deed or policy shall be deemed conclusive in the absence of a conflicting claim based on a later deed or policy.

4.03 No Additional Qualifications: The sole qualification for membership shall be ownership of a Lot in Rockbridge. 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 authorized or permitted under the Certificate of Formation or the Declarations.

4.04 Membership Role: The name and address of each Member and the date of membership shall be entered on the records of the Association and maintained by the Secretary at the registered office of the Association.

ARTICLE 5 VOTING RIGHTS

5.01 Voting: Voting shall be on a Lot basis. The Owner of each Lot is entitled to one vote. If a Lot has more than one Owner, the aggregate vote of the Owners of the Lot may not exceed the one vote assigned to the Lot.

5.02 Proxies: At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary of the Association. Every proxy shall be revocable and shall automatically cease on conveyance by the Member of the Member's 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.

5.03 Quorum: The presence, either in person or by proxy, at any meetings, of Members entitled to cast at least 20% of the total voting power of the Association shall constitute a quorum for any action, except as otherwise provided in the Governing Documents. 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 less than five (5) days nor more than thirty (30) days from the meeting date.

5.04 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 Members, unless the vote of a greater number is required by statute or by the Governing Documents.

ARTICLE 6 MEETINGS OF MEMBERS

6.01 Annual Meetings: The first meeting of the Association shall be the meeting at which the Bylaws are adopted by the initial Board of Directors, Jasen Coots, Matt Johnson, and Joe White. The second meeting of the Members of the Association shall be held upon the later of the two events; (1) twenty-four (24) months after the first meeting, or (2) when at least 90% of the lots in Rockbridge have been sold and the initial Directors have all resigned, at a time and place to be designated by the Board. After the second meeting, the annual meeting of the Members of the Association shall be held on the first Saturday of February of each succeeding calendar year, unless a date is changed by Board vote.

6.02 Special Meetings: Special meetings of the Members may be called by the President, the Board of Directors, or by Members representing at least 20% of the total voting power of the Association.

6.03 Meeting Place: Meetings of the Members shall be held within Rockbridge or at a convenient meeting place, as the Board may specify in writing in its sole discretion. If at the time a meeting is desired to be held, governmental regulations (such as applicable city, state, and federal COVID-19 directives) limit the number of people who can meet in person making an in-person meeting impractical if the regulations are followed, then such meeting can be held at a virtual site. "Virtual" means any electronic communications system permitted by Section 6.002 of the Texas Business Organizations Code. At any time, in the discretion of the Board, a meeting can be held so that members have the option to attend in person or by virtual means. Failure of a person to have a workable phone or email or other challenges to join a meeting virtually shall not be considered to be a basis for the notice or meeting to not be acceptable nor require that the Association make other accommodations for such person except to the extent required by law. The Board's judgment shall determine what is impractical.

6.04 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 or personally delivering a copy of such notice at least 10 but not more than 50 days before the meeting to each Member entitled to vote at the meeting. The notice must be addressed to the Member's notice address last appearing in the books of the Association. The 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 a meeting includes virtual attendance, the notice of the meeting shall identify the communication system to be used, provide instructions on what to do (which can include information that the participant needs to provide to a host or designee) to join the meeting, and comply with any other applicable Policies and laws.

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

- (a) Roll call or sign-in of attendees.
- (b) Proof of notice of meetings or waiver of notice.
- (c) Approval of Minutes of preceding meeting.
- (d) Reports of officers.
- (e) Reports of committees.
- (f) Election of directors (if applicable).
- (g) Unfinished business.
- (h) New business.

6.06 Action Without Meeting: Any action required by law to be taken at a meeting of the Members or any action that may be taken at a meeting of the Members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Members and filed with the Secretary of the Association.

ARTICLE 7 BOARD OF DIRECTORS

7.01 Number: The affairs of this Association shall be managed by a Board of Directors consisting of three persons, all of whom shall be appointed by Bernie .B. Bernard, the Declarant of Rockbridge until the second meeting of the members. Thereafter, the number of Directors shall be not less than three and not more than five, all of whom may be, but need not be, Members of the Association; provided that at least a majority of the Directors must be Members. The number of Directors within that range shall be set by the Directors.

7.02 Term: The initial Directors shall hold office until the second meeting, which shall include the election of Directors by the Members. After the second meeting of the Association, Directors shall be elected at the annual meeting of the Members and shall hold office for a term of one (1) year and until their successors are elected and qualified.

7.03 Removal: Directors may be removed from office without cause by a two-thirds majority vote of the Members of the Association present at a duly called and held meeting of the Members.

7.04 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 the predecessor. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting of Members or at a special meeting of Members called for that purpose.

7.05 Compensation: With the prior approval of a majority of the voting power of the Association, a Director may receive compensation in a reasonable amount for services rendered to the Association. A Director may be reimbursed by the Board for actual expenses incurred by the Director in the performance of the Director's duties.

7.06 Powers and Duties: The Board shall have all of the powers and duties needed for administration of the Association's affairs and for performing all responsibilities and exercising all rights of the Association as set forth in the Governing Documents and as provided by Texas law; provided that the Board shall be subject to limitations on such powers and duties to the extent expressly enumerated in these Bylaws and the Declarations, including without limitation matters that are to be voted on by the Members.

7.07 Architectural Control Committee: The Board members shall also serve as the Architectural Control Committee. Elections of the Board members shall constitute election of such members to the Architectural Control Committee, whether so stated on the ballot or not. The Board members shall be considered the members of the Architectural Control Committee for all purposes, including under the Declarations. The Board may establish a committee (including an ACC Committee as set forth in Section 7.09) to which it delegates such responsibility of the Architectural Control Committee to the committee as the Board determines to the extent permitted by law.

7.08 Committees: The Board may establish such committees as the Board deems appropriate from time to time and may authorize each committee to perform such duties as the Board may designate by resolution consistent with the Governing Documents and applicable law. Each committee shall operate in accordance with the terms and shall have the delegated authority to carry out the terms of such resolution. The members of each such committee shall be appointed by the Board and comprised of the number of members determined by the Board, which members can be Owners or other persons; provided that each committee shall have more members who are Owners than members who are not. Any person appointed to a committee by the Board will serve for the period of time established by the Board or, if no period of time is established, until the Board removes the member from the committee or until the member provides the Board with notice of the member's resignation from the committee. All decisions of a committee shall be determined by a majority of the members of the committee and all members of a committee shall be given reasonable opportunity to vote unless otherwise provided in a resolution of the Board. The Board may at any time by Resolution terminate a committee or modify the scope of the duties, authority, or other aspects of a committee and its members.

7.09 ACC Committee: If the Board establishes a committee to enforce any or all of the provisions of Article 4 and Article 6 of the Declarations (herein referred to as "ACC Committee"), such ACC Committee shall consist of not less than three nor more than five members appointed by the Board with a majority of the members not being a Board member but a majority of the members being Owners. If at any time the ACC Committee members shall not comply with the preceding sentence, the ACC Committee shall continue to function with the members on it and the Board shall endeavor to correct the membership to comply with the preceding sentence as soon as possible. The ACC Committee shall conduct the initial hearing for any violations of Article 4 or Article 6 of the Declarations, and the ACC Committee's determination is subject to appeal to the Board but is final and binding if not timely appealed.

7.10 Rules and Regulations: The Board may adopt such rules, regulations, and procedures (herein referred to as "Policies") with regard to the Association and Rockbridge as the Board determines appropriate so long as they do not conflict with the Governing Documents. All such Policies shall apply uniformly to all Owners and uniformly to all property in Rockbridge to the extent feasible but not if there are conflicting differences in treatment of property within and among the Declarations (such as differences in setbacks), subject to a right to grant reasonable variances as appropriate when warranted on a case by case basis. In the event any provision in any such Policies conflicts with any of the Governing Documents, the Governing Documents shall control. If the Members vote on the adoption or modification of any such Policies, then any such provisions adopted or modified by a vote of the Members can only be modified by a vote of the Members.

7.11 Management Company: The Board may engage a professional management agent or agents (herein referred to as "management company") to perform such duties and services as the Board shall authorize to the extent permitted by law and the Governing Documents; provided that the Board shall not delegate policy-making authority or authority to amend any Governing Documents or policies of the Association, nor authority to adopt the budget of the Association or the Maintenance Assessments or Special Assessments. No management company will be engaged in which a Board member has any direct or indirect ownership interest in the management company. At all times, the management company shall be authorized to assist in management and input as to finances and insurance of the Association and to provide independent reports on the finances and insurance that are made available to all Members. If the Board determines that it is desirable to have a different management company from a current one or if a management company resigns, then the Board shall identify and engage another

management company promptly and may operate the Association without assistance from a management company during such period.

ARTICLE 8 NOMINATION AND ELECTION OF DIRECTORS

8.01 Nomination: Nomination for election to the Board of Directors shall be made from the floor at the annual meeting of the Members, and also by the current Board of Directors in the announcement materials distributed for the upcoming Annual Meeting. Nominees must accept the nomination in order to be placed on the ballot for the vote.

8.02 Election: Directors are elected at the annual meeting of Members of the Association. Members, or their proxies, may cast, in respect to each vacant directorship, as many votes as they are entitled to exercise under the provisions of the Declaration. The nominees receiving the highest number of votes shall be elected.

ARTICLE 9 MEETINGS OF DIRECTORS

9.01 Regular Meetings: Regular meetings of the Board of Directors (which shall include Members meetings) shall be held at least quarterly at a place and at a time as may be fixed from time to time by the Board. Notice of the time and place of, and any new business (of which the Board President has actual knowledge at the time instructions are given to provide notice of the meeting) to be considered at, regular meetings may be posted on the web site of the Association or mailed to the Members, and in either case also emailed to each Member who has provided an email address to the Secretary of the Association prior to the notice being given; provided that the notice provisions for a Members meeting shall apply to such meetings.

9.02 Special Meetings: Special meetings of the Board of Directors shall be held when called by written notice signed by the President of the Association or by any two Directors other than the President. The notice shall specify the time and place of the meeting and the nature of any special business to be considered. Notice of a special meeting must be given to each Director not less than two (5) days or more than ten (15) days prior to the date fixed for such meeting by written notice either delivered personally or sent by mail to each Director at the Director's address as shown in the records of the Association, and also emailed to each Director and Member who has provided an email address to the Secretary of the Association prior to the notice being given.

9.03 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.

9.04 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 provision of the Governing Instruments requires the vote of a greater number.

9.05 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 authorized to do so by the vote of a majority of a quorum of the Board.

9.06 Executive Session: The Board may, with the approval of a majority of the Directors present, adjourn a meeting and reconvene in executive session to discuss and vote on personal matters (including an Owner hearing related to a violation), litigation in which 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.

9.07 Virtual Meeting Options: In the discretion of the Board, a Board of Directors meeting may be held by virtual means or so that attendees have the option to attend in person or by virtual means. If a meeting includes virtual attendance, the notice of the meeting shall identify the communication system to be used and provide instructions on what to do (which can include information that the participant needs to provide to a host or designee) to join the meeting, and shall comply with all other Policies and laws applicable to virtual meetings. Failure of a person to have a workable phone or email or other challenges to join a meeting virtually shall not be considered to be a basis for the notice or meeting to not be acceptable nor require that the Association make other accommodations for such person except to the extent required by law.

ARTICLE 10 OFFICERS

10.01 Enumeration: The Officers of this Association shall be a President and Vice-President and a Secretary and 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 annually by the Board of Directors and each shall hold office for one (1) year unless the 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 the notice or at any later time specified in the notice. 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 officers may be held by the same person, except the offices of President and Secretary.

10.05 Compensation: Officers may receive reasonable compensation for services rendered to the Association as determined by the Board of Directors and approved by a majority of the voting power of 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 one of their numbers to act as President.

11.02 Duties: The President shall along with such other duties as the Board may adopt from time to time:

- (a) Preside over all meetings of the Members and of the Board.
- (b) Sign as President on all deeds, contracts, and other instruments in writing that 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 or she 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 two (2) days.
- (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 or her 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 to act 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 the President's absence, inability, or refusal to act.
- (b) Exercise and discharge such other duties as may be adopted by the Board from time to time.

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 a Secretary.

13.02 Duties: The Secretary shall along with such other duties as the Board may adopt from time to time:

- (a) Keep a record of all meetings and proceedings of the Board and the Members.
- (b) Keep the seal of the Association, if any, and affix it on all papers requiring the seal.
- (c) Serve 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 the Association together with their addresses.
- (e) Sign as Secretary on all deeds, contracts, and other instruments in writing that have been first approved by the Board if the 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.

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 a Treasurer.

14.02 Duties: The Treasurer shall along with such other duties as the Board may adopt from time to time:

- (a) Receive and deposit in a 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 the

Association's funds and other Association assets.

(c) Disburse and withdraw funds as the Board may from time to time direct, in accordance with prescribed procedures.

(d) Prepare and distribute the financial statements for the Association required by the Declaration.

ARTICLE 15 POWERS AND RESPONSIBILITIES

16.01 Maintenance: Complete and correct records of account and minutes of proceedings of meetings of Members, Directors, and committees shall be kept in the possession of the officers or at the registered office of the corporation. A record containing the names and addresses of all Members entitled to vote shall be kept at the registered office or principal place of business of the Association.

16.02 Inspection: The Declarations, the membership register, 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. The Board may establish Policies concerning the (1) request, (2) hours, days, and place, (3) payment of costs, and (4) other procedures, related to inspections and copying of books and records.

16.03 Reimbursements: A Director or Officer of the Association may be reimbursed by the Board for actual expenses incurred by the Director or Officer in performance of their respective duties.

ARTICLE 17

17.01 Amendment of Bylaws: These Bylaws may be amended, altered, or repealed at a duly called and held regular or special meeting of the Members of the Association by the affirmative vote in person or by proxy of two-thirds of the Members represented at the meeting. Notwithstanding the above, the percentage of voting power necessary to amend a specific clause or provision shall not be less than the prescribed percentage of affirmative votes required for action to be taken under that clause.

17.02 Attestation: Adopted by the Board of Directors on August 24th, 2020.

ROCKBRIDGE HOMEOWNERS ASSOCIATION, INC.

By: 

Jasen Coots, Chairman/ President

By: 

Matthew Johnson, Vice President

By: 

Joe White, Secretary/Treasurer