

Hays County
Liz Q. Gonzalez
County Clerk
San Marcos, Texas 78666



70 2014 14025151

Instrument Number: 2014-14025151

As

OPR RECORDINGS

Recorded On: August 26, 2014

Parties: HIDDEN CREEK RANCH OWNERS ASSOCIATION INC

To

Billable Pages: 12

Number of Pages: 13

Comment:

(Parties listed above are for Clerks reference only)

**** THIS IS NOT A BILL ****

OPR RECORDINGS	70.00
Total Recording:	70.00

AMENDED AND RESTATED BYLAWS OF HCROA
Also recorded in Blanco County
August 26, 2014
Doc 142148, Vol. 496, pg.122-133

***** DO NOT REMOVE. THIS PAGE IS PART OF THE INSTRUMENT *****

Any provision herein which restricts the Sale, Rental or use of the described REAL PROPERTY
because of color or race is invalid and unenforceable under federal law.

File Information:

Document Number: 2014-14025151
Receipt Number: 375761
Recorded Date/Time: August 26, 2014 10:30:12A
Book-Vol/Pg: BK-OPR VL-5006 PG-680
User / Station: O Mejia - Cashiering #7

Record and Return To:

MICHAEL BOOKER
ORIGINAL TO CUSTOMER
SAN MARCOS TX 78666



State of Texas |
County of Hays

I hereby certify that this instrument was filed for record in my office on the date and
time stamped hereon and was recorded on the volume and page of the named records
of Hays County, Texas

Liz Q. Gonzalez
Liz Q. Gonzalez, County Clerk

STATE OF TEXAS §

COUNTY OF HAYS AND BLANCO §

**AMENDED AND RESTATED BYLAWS
OF
HIDDEN CREEK RANCH OWNERS ASSOCIATION, INC.**

Document reference. Reference is hereby made to that certain Amended and Restated Declaration of Covenants, Conditions and Restrictions for Hidden Creek Ranch, filed as Document No. 132402, Vol. 478, Pages 0873-0886 in the Official Public Records of Blanco County, Texas and as Document no. 04011817, Vol. 2451, Pages 818-830, Official Public Records of Hays County, Texas (together with all amendments and supplemental documents thereto, the "**Declaration**"). Bylaws filed as Hays County Document No. 14015888, Vol. 4940, pg. 447-460 and Blanco County Document No. 141429 Vol. 492, pg. 772-784.

WHEREAS the Declaration provides that Owners of lots subject to the Declaration are automatically made members of Hidden Creek Ranch Owners Association, Inc. (the "**Association**");

WHEREAS the Association has previously adopted Bylaws and has recently adopted amendments to the Bylaws by owner vote under authority of Bylaw Article XVI; and the Declaration, Article 5.04.

THEREFORE these **Amended and Restated Bylaws** are hereby filed of record to replace and supersede all previously adopted Bylaws.

HIDDEN CREEK RANCH OWNERS ASSOCIATION, INC.

Acting by and through its Board of Directors

Signature: *Larry Thompson*
Printed Name: Larry Thompson
Title: President / Director

Exhibit "A" Amended and Restated Bylaws of HCROA, Inc.

Acknowledgement

STATE OF TEXAS §

COUNTY OF HAYS ~~and BLANCO~~ §

This instrument was executed before me on the 26 day of August, 2014, by Larry F. Thompson in the capacity stated above.

Sonia Acosta
Notary Public, State of Texas



**AMENDED AND RESTATED BYLAWS
OF
HIDDEN CREEK RANCH OWNERS ASSOCIATION, INC.**

EXHIBIT A

**ARTICLE I
NAME AND DEFINITIONS**

1.01 Name. The provisions contained herein constitute the Bylaws of the non-profit corporation known as HIDDEN CREEK RANCH OWNERS ASSOCIATION, INC., and hereinafter referred to as the "Association".

1.02 Declaration and Subdivision. The activities of the Association shall be regulated in part by the Declaration of Covenants, Conditions and Restrictions (hereinafter referred to as the Declaration) recorded in the Real Property Records of Hays County and Blanco County, Texas, and the Plat of Hidden Creek Ranch Subdivision (the "Subdivision") recorded in the Plat Records of Hays County, Texas, as amended from time to time.

1.03 Other Terms Defined. The words used in these Bylaws shall have the same meaning as set forth in the Declaration, unless the context shall prohibit, and are hereby incorporated by reference and made a part hereof.

**ARTICLE II
APPLICABILITY OF BYLAWS**

2.01. Subdivision Applicability. The provisions of these Bylaws are applicable to the Subdivision.

2.02 Personal Application. All present or future Owners, tenants, future tenants, or their employees, or any other person who might use the facilities of the Subdivision in any manner, are subject to the regulations set forth in these Bylaws. The mere acquisition or rental of any of the Lots of the Subdivision or the mere act of occupancy of any Lots will signify that these Bylaws are accepted and ratified and will be complied with by the Owner, purchaser, tenant or occupant.

**ARTICLE III
OFFICES**

3.01 Registered Office. 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 such registered office, as required by the Texas Business Organizations Code. The address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE IV QUALIFICATION FOR MEMBERSHIP

4.01 Membership. The membership of the Association shall consist of all the owners (the "Owners") of the lots (the "Lots") within the Subdivision. Each Owner shall become a member ("Member") of the Association upon the organization of the Association, thereafter, a successor in interest to a Lot shall automatically become a Member and shall remain such for as long as such ownership continues. Such membership shall be appurtenant to and pass with the title of any Lot and may not be in any manner alienated or encumbered except as an appurtenance thereto as part and parcel thereof; provided, however, that no such change of ownership shall be effective for voting purposes, unless and until the Association is given actual notice and is provided satisfactory proof thereof. When more than one person holds an interest in any Lot, all persons shall be Members.

4.02 Proof of Membership. The rights of membership may in the Board's discretion 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 the Subdivision. Such deed or policy shall be deemed conclusive in the absence of a conflicting claim based on a later deed or policy.

4.03 Additional Qualifications. 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 Association's Articles of Incorporation, the Declaration, the Bylaws, the rules and regulations of the Association, or the Board of Directors of the Association (the "Board"). Transfer fees may be charged in an amount determined by the Board. Transfer fees not collected at the time of property transfer/closing may be assessed to the Owner in the annual property assessment.

4.04 Termination. Membership may terminate for a transferring Member upon the transfer of the membership in accordance with these Bylaws. Upon such termination, any right, title, or interest of the transferring Member in the Association shall cease, and the person receiving the membership shall succeed to the rights, titles and interests formerly held by the transferring Member.

ARTICLE V VOTING RIGHTS

5.01 Voting. Each Member shall have as many votes as described in Article 5.03 (Voting Rights) of the Declaration.

5.02 Proxies. At all meetings of Members, each Member may vote in person, by proxy, or as otherwise provided by state law. 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 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. Absentee ballots count toward quorum (only) for the purpose of establishing quorum for the votes cast on the absentee ballot.

5.03 Quorum. The presence, either in person or by proxy, at any meeting, of Members entitled to cast at least 20 percent of the votes that may be cast in any meeting shall constitute a quorum for the purpose of doing business, except as otherwise provided in the Declaration. For voting purposes, a majority of Members (in person, by proxy, or by electronic/absentee ballot) are required to constitute a quorum. 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 from time to time without further notice, and after giving notice in accordance with Section 6.04 herein, may reconvene the meeting, and those present in person, by proxy or by electronic/absentee ballot at such meeting shall be deemed to constitute a quorum.

5.04 Required Vote. The vote of the majority of votes cast 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, these Bylaws or the Declaration. Cumulative voting is not permitted in any vote/election.

ARTICLE VI MEETINGS OF MEMBERS

6.01 Annual Meetings. The annual meeting of Members of the Association shall be held at a date and time determined by the Board.

6.02 Special Meetings. Special Meetings of the Members may be called by the President, or the Board, or the Board shall call a Special Meeting upon the presentation of a written petition to the Board by Members representing at least 51 percent of the total voting power of the Association. Members representing at least 51 percent of the total voting power of the Association may call a Special Meeting without action by the Board in accordance with the Texas Business Organizations Code.

6.03 Place. Meetings of the Members will be held at a place designated by the Board in writing.

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 electronic mail to the last known email address(es) of the Owner(s), or by hand delivery to the last known physical address(es) of the Owner(s), or by delivering a copy of such notice via U.S. Postal Service (certified mail). Notice shall be provided at least 10 and not more than 60 days before such meeting to each Member. If mailed, the notice of a meeting shall be deemed to be delivered

when deposited in the United States mail, with postage prepaid, addressed to the Member. Such notice shall specify the place, day, and hour of the meeting and, in the case of a Special Meeting, or when required by statute or the Declaration, the nature of the business to be undertaken. However, if all the Members shall meet at any time and place, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any action may be taken.

6.05 Action Without Meeting. Any action required by Law to be taken at a meeting of the Members, or any action which 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 VII 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 must be Members of the Association. All votes taken by the Board on matters of the Association are cast individually by each Director (for a total of three votes); officers shall cast no additional votes in such capacity.

7.02 Term. Directors shall be elected at the annual meeting of the Members and shall hold office for a term of two (2) years and until their successors are elected and qualified. Terms of Directors shall be staggered whenever possible. Any Director holding office at the time these Bylaws are filed shall hold office for two years from the date of their election (or, in the case of appointed replacement Directors, the date of the election of their predecessors).

7.03 Removal. Directors may be removed from office with or without cause by a majority vote of the Members of the Association. In addition, any Director who misses three (3) consecutive Board meetings shall automatically be removed from the Board and such position vacated until the Board elects a successor to serve in this capacity for the balance of the term.

7.04 Vacancies. In the event of a mid term vacancy on the Board, a Board Member may be appointed by the Board to fill the vacancy on the Board. A Board Member appointed to fill a vacant position shall serve for the remainder of the unexpired term of the position. Any Board Member whose term has expired must be elected by Owners who are Members of the Association.

7.05 Compensation. Directors shall not receive compensation for services rendered to the Association. However, a Director may be reimbursed by the Board for actual expenses incurred by him in the performance of his duties and shall be indemnified to the fullest extent permitted by Chapter 22, Texas Business Organizations Code.

7.06 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 the Declaration (of Covenants,

Conditions and Restrictions), these Bylaws, and applicable State Laws and Regulations. The Board will operate in a transparent manner, be responsive to the Members, hold periodic meetings which are open to the Membership and keep the Membership informed of all actions taken.

ARTICLE VIII 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 or by electronic means prior to the meeting.

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 IX MEETINGS OF DIRECTORS

9.01 Regular Meetings. Regular meetings of the Board of Directors shall be held from time to time as determined by the President or by vote of the Board.

9.02 Special Meetings. Special meetings of the Board shall be held when called by written notice signed by the President of the Association or by any two Directors other than the President.

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

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 unless any provision of the Declaration, these Bylaws or statute requires the vote of a greater number.

9.05 Notice of Board Meetings; Open Meetings. Notice of Board Meetings shall be provided to the Members in accordance with the applicable state law (TPC 209.0051) requirements. The Board may undertake certain routine or administrative matters to the extent allowed by state law without notice to the Members, by conference call meeting or unanimous consent in lieu of meeting. Meetings of the Board shall be open to all Members of the Association to the extent required by state law. Provided, however, that Members who are not on the Board may not participate in any deliberation or discussion unless expressly so authorized by the Board. Notice of any Board meeting shall be given to all Directors in person or via phone, email, fax or mail at least 72 hours and no more than 15 days prior to the meeting. The notice shall specify the time and place of the meeting.

9.06 Executive Session. The Board may, with the approval of a majority of a quorum, adjourn a meeting and reconvene in executive session to discuss and vote on personnel matters, litigation in which the Association is or may become involved, and other business of a confidential nature, as further provided by state statute. The nature of any and all business to be considered in executive session shall first be announced in open session. Following an executive session, any decision made in executive session must be summarized orally in general terms, including any expenditures approved, and recorded in the minutes.

ARTICLE X OFFICERS

10.01 Enumeration of Officers. The Officers of this Association shall be a President, who shall at all times be a Member of the Board, a Secretary, a Treasurer and a Wildlife Management Coordinator. The Board 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 and each shall hold office for one (1) year, 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 judgement, 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. The Officers shall not receive compensation for services rendered to the Association., however, Officers shall be indemnified to the fullest extent permitted by Chapter 22, Texas Business Organizations Code.

ARTICLE XI PRESIDENT

11.01 Election. At the first meeting of the Board immediately following the annual meeting of Members, the Board shall elect one of their number to act as President.

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, mortgages, bonds 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 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 three (3) days;

(d) Have, subject to 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;

(e) File an updated Management Certificate at Hays and Blanco Counties within 30 days of being elected to the Board of Directors;

(f) File an updated Form 401, Statement of Change of Registered Office/Agent with the Secretary of State whenever a change of Registered Office/Agent is necessary;

(g) Seek the advice and consent of other members of the Board on all decisions of the Board. Consent of two Board Members is required for such actions;

(h) Ensure Periodic Reports to the Secretary of State are submitted when required.

ARTICLE XII SECRETARY

12.01 Election. At the first meeting of the Board immediately following the annual meeting of Members, the Board shall elect a Secretary.

12.02 Duties. The Secretary shall:

(a) Keep records 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) Service such notices of meetings of the Board and the Members required either by law or these Bylaws;

(d) Keep appropriate current records showing the Members of this Association together with their addresses;

(e) Sign as Secretary all deeds, contracts, mortgages, bonds 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 documents and records in accordance with the Association Document Retention Policy;

(g) Produce and copy documents and records in accordance with the Association Records Production and Copying Policy.

ARTICLE XIII TREASURER

13.01 Election. At the first meeting of the Board immediately following the annual meeting of the Members, the Board shall elect a Treasurer;

13.02 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 such funds as the Board may from time to time direct, and in accordance with prescribed procedures;

(d) Prepare and distribute annual budget/financial statements for the Association as required by the Declaration;

(e) Ensure a Federal Tax Return is filed annually;

(f) Ensure Franchise Tax Reports/fees are filed annually;

(g) Ensure property taxes are paid annually;

(h) Assist the President of the Board in filing Periodic Reports with the Secretary of State, when required.

ARTICLE XIV WILDLIFE MANAGEMENT COORDINATOR

14.01 The Board will appoint a Wildlife Management Coordinator who shall report to the

Board and who will perform the Hidden Creek Ranch Wildlife Management Cooperative activities in accordance with the Declaration Article 5.05.

14.02 Duties. The Wildlife Management Coordinator shall:

(a) Coordinate an Annual Breeding Bird Census and distribute results to the Board and the Membership;

(b) Act as the primary point of contact with the Hays/Blanco County Wildlife Appraisers to promote wildlife management practices within the Cooperative;

(c) Assist and help educate Members of the Cooperative to achieve desired wildlife management outcomes;

(d) Maintain books and records of the Hidden Creek Ranch Wildlife Management Cooperative.

ARTICLE XV 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 corporation. A record containing the names and addresses of all Members entitled to vote shall be kept at the registered office or principle place of business of the Association.

15.02 Inspection. The records of the Association shall be available for inspection and copying by any Member of the Association or by any Director in accordance with state law and the Association Records Production and Copying Policy.

ARTICLE XVI AMENDMENT

16.01 Amendment of Bylaws. These Bylaws may be amended, altered or repealed:

(a) At a regular or special meeting of the Members of the Association, by the affirmative vote of a majority of all of the Members of the Association; or

(b) By the Board of Directors, in accordance with the Declaration, Article 5.04.

ARTICLE XVII ASSESSMENTS

17.01 Annual Assessment. Every Owner of every Lot shall pay the Association an annual

assessment to be determined by the Board.

17.02 Payment of Dues. Both annual and special assessments shall be paid at a uniform rate for all Lots in such manner and on such dates as may be fixed by the Board. Dues of a new Member shall be prorated from the first day of the month in which such new Member becomes a Member for the remainder of the fiscal year of the Association.

17.03 Special Assessments. The Board may levy Further/Special Assessments when necessary in accordance with the Declaration.

17.04 Default. When any Member shall be in default in the payment of dues, a lien may be placed upon the Members Lot (or Lots) pursuant to the Declaration and the Association Payment Plan Guidelines and Application of Payments Schedule.

ARTICLE XVIII MISCELLANEOUS

18.01 Checks, Drafts or Orders for Payment. All checks, drafts or orders for payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such Officer or Officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and countersigned by the President.

18.02 Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such federally insured banks, trust companies, or other depositories as the Board may select in amounts that are not in excess of the applicable insurable limit.

18.03 Gifts. The Board may accept on behalf of the Association any contribution gift, bequest, or devise for the general purposes, or for any specific purpose, of the Association.

18.04 Fiscal Year. The fiscal year of the Association shall begin on the first day of January and end on the last day of December in each year.

18.05. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Texas Business Organizations Code, the Declaration, the Articles of Incorporation or the Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

18.06. Indemnification. To the maximum extent allowed by law, the Association shall indemnify and hold harmless all directors, officers and agents of the Association acting against damage or other claims made against the person to the extent claims or damage arose from or relate to in whole or part acts or omissions undertaken in the capacity as director, officer, or agent.

Effective as of August 21st, 2014

HIDDEN CREEK RANCH OWNERS ASSOCIATION, INC.

a Texas Non-Profit Corporation

By: [Signature]
Name: LARRY THOMPSON
Director / President

STATE OF TEXAS

COUNTY OF HAYS ~~AND BLANCO~~

This instrument was acknowledged before me on the 21 day of August, 2014 by Larry F. Thompson, as Director and on behalf of HIDDEN CREEK RANCH OWNERS ASSOCIATION, INC., a Texas non-profit corporation.

[Signature] Notary Public, State of Texas

