

12/05



BY-LAWS OF THE
KINGS POINT PROPERTY OWNERS ASSOCIATION, INC.
Adopted November 2015

ARTICLE I
NAME AND LOCATION

The name of the corporation is KINGS POINT PROPERTY OWNERS ASSOCIATION, INC., hereinafter referred to as the "Association."

The principal office of the corporation will be located at 1228 Kings Point Drive, Canyon Lake, Texas, 78133, but meetings of the officers and directors may be held at such places within Comal County, Texas, as may be designated by the Board of Directors.

ARTICLE II
DEFINITIONS

Section 1. "Association" shall mean and refer to the KINGS POINT PROPERTY OWNERS ASSOCIATION, INC., a Texas non-profit corporation, its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in the Declarations of Covenants, Conditions and Restrictions of Kings Point Subdivision (Units 1 and 2), Kings Point North Subdivision (Unit 3), and Lots 1 and 2 Kings Point East, as supplemented or amended, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the Owners, as more fully described in the Declarations.

Section 4. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Area.

Section 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 6. "Declarations" shall mean and refer to (a) the Declaration of Covenants, Conditions and Restrictions executed on January 26, 1983, and recorded on January 26, 1983, in Volume 339, Page 497 of the Deed Records of Comal County, Texas and amended by the First Amended Declaration of Covenants, Conditions and Restrictions executed on August 10, 1984, and recorded in Volume 459, Page 331 and re-recorded in Volume 488, Page 17, Official Public Records of Comal County, Texas (Units 1 and 2), and (b) the Declaration of Covenants, Conditions, and Restrictions of Kings Point Unit 3 Subdivision dated May 3, 2007, recorded as Document No. 200706018832 in the Official Public Records of Comal County, Texas (Kings Point North), as these may be supplemented or amended from time to time.

Section 7. "Member" shall mean and refer to those persons entitled to membership as provided in the Declarations.

ARTICLE III MEETING OF MEMBERS

Section 1. Annual Meeting. The first annual meeting of the members shall be held within one year from the date of incorporation of the Association, and each subsequent regular annual meeting of the members shall be held on any Saturday or Sunday of November of each year thereafter. The date, place, and time for the regular annual meeting will be set by a majority of the Board of Directors.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the president or by the Board of Directors, or upon written request of the members who are entitled to vote twenty-five per cent (25%) of all of the votes of the membership. The date, place, and time for any special meeting will be set by a majority of the Board of Directors.

Section 3. Notice of Annual and Special Meetings. Notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting to each member entitled to vote in accordance with applicable law. Such notice shall specify the place, day, and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-third (1/3) of the total membership votes shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present or is represented.

Section 5. Voting. At all meetings of members, each member may vote in person, by proxy, by absentee ballot, or by electronic ballot as allowed by the Texas Property Code or by any other method permitted by applicable law. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his or her Lot or as otherwise stated in the proxy.

A recount of votes for an election held by the Association will be allowed in accordance with applicable law.

ARTICLE IV BOARD OF DIRECTORS, SELECTION, TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of five (5) directors, who shall be members of the Association. The number of directors may be increased from time to time by amendment to these By-laws. Any directorship to be filled by reason of any increase in the number of directors shall be filled by election at an annual meeting or at a special meeting of the members called for that purpose.

Section 2. Term of Office. At the first annual meeting, the members shall elect two (2) directors for a term of one (1) year, two (2) directors for a term of two (2) years, and one (1) director for a term of three (3) years. At each annual meeting thereafter, the members shall elect two (2) directors. The term of the newly elected director with the highest number of votes shall be three (3) years and the term of the newly elected director with the second highest number of votes shall be two (2) years. It is intended that the term of office for directors shall be staggered so that no more than forty percent (40%) of directorships shall come up for election in anyone (1) year.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation, disability or removal of a director, his or her successor shall be selected by the remaining members of the Board and shall serve only for the unexpired term of his or her predecessor.

If the Board of Directors is presented with written, documented evidence from a database or other record maintained by a governmental law enforcement authority that a board member has been convicted of a felony or crime involving moral turpitude, the board member is immediately ineligible to serve on the board of the property owners' association, automatically considered removed from the board, and prohibited from future service on the Board of Directors.

Section 4. Action Taken without a Meeting. As allowed by applicable law, the directors shall have the right to take any action in the absence of a meeting, which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE V

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled.

Section 2. Election. Election to the Board of Directors shall be by written ballot in accordance with applicable law. At such election, the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors are open to the members, subject to the right to convene in closed executive session, at such place, date and hour as may be fixed from time to time by resolution of the Board. There will be at least one regular meeting of the Board of Directors held each calendar year. Notice of regular meetings of the Board of Directors shall be provided in accordance with applicable law. Notice shall include the general subject of the meeting and a description of any matter to be brought up for deliberation in executive session.

The Board of Directors may meet by any method of communication, including electronic and telephonic, without prior notice to owners as allowed by law.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any two directors. Special meetings of the Board of Directors shall be open to the members, subject to the right to convene in closed executive session, at such place, date and hour as may be fixed from time to time by resolution of the Board. Notice of special meetings of the Board of Directors shall be provided in accordance with the applicable law. Notice shall include the general subject of the meeting and a description of any matter to be brought up for deliberation in executive session.

Section 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Section 4. Conduct of Meetings. The President, or any person designated by the Board of Directors, presides over meetings of the Association. The person presiding over the meeting may appoint a parliamentarian. The then current edition of Robert's Rules of Order governs the conduct of meetings of the Association when not in conflict with the Governing Documents.

In addition, regular and special meetings of the Board of Directors shall be conducted subject to the following provisions to the extent permitted or required by applicable law:

(a) No audio or video recording of the meeting may be made, except by the board or with the board's prior express consent, or as allowed by Section 209.007 of the Texas Property Code.

(b) Members who are not directors may not participate in board deliberations under any circumstances, and may not participate in board discussions unless the board expressly so authorizes at the meeting.

(c) Executive sessions are not open to members.

(d) The Board may prohibit attendance by non-members, including representatives, proxies, agents, and attorneys of members.

(e) The Board may prohibit attendance by any member who disrupts meetings or interferes with the conduct of board business.

The Board of Directors may also adopt rules of conduct to be adhered to during all meetings of the members.

Section 5. Minutes. The Board of Directors shall keep a record of each regular or special board meeting in the form of written minutes of the meeting as required by law.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to:

(a) Adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;

(b) Adopt and publish rules, policies, and regulations consistent with the Declarations or as required by or otherwise allowed by Texas law;

(c) Suspend the right to use of the recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association consistent with applicable law. Such rights may also be suspended after notice and hearing, for a period not to exceed thirty (30) days for infraction of published rules and regulations;

(d) Exercise on behalf of the Association all powers and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-laws, the Articles of Incorporation, or the Declaration;

(e) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

(f) Employ a manager, accountant, attorney, independent contractors, or such other contractors or employees as they deem necessary, and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Board of Directors to:

(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, or at any special meeting when such statement is requested in writing by twenty-five per cent (25%) of members who are entitled to vote at the meeting;

(b) Supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

(c) As more fully provided in the Declaration, to:

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

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

(3) foreclose the lien against any property for which assessments are not paid in accordance with applicable law.

(d) Issue, or to cause an appropriate officer to issue, upon demand by any person a resale certificate setting forth whether or not any assessment has been paid and containing any other information allowed by law. In accordance with applicable law, 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) Procure and maintain adequate liability and hazard insurance on property owned by the Association and directors and officers liability insurance providing coverage for all current and former directors, officers, committee members and designated employees, if any, as well as any other insurance deemed appropriate and commonly available;

(f) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem necessary or appropriate. The Association shall pay for the premiums on such bonds;

(g) Cause the Common Area to be maintained;

(h) Comply with applicable laws affecting the property owners' association; and

(i) Exercise such other and further duties as provided in the Declarations and the Texas Non-Profit Corporation Act.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a president and vice-president, who shall at all times be members of the Board of Directors, a secretary, and a treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members in accordance with applicable law.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he or she shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. An officer may be removed from office with or without cause by the Board. An officer may resign at any time by giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he or she replaces.

Section 7. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person will simultaneously hold more than one of any of the other offices, except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

President

(a) The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks in excess of \$500.00 and all promissory notes.

Vice-President

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

Secretary

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

Treasurer

(d) The Treasurer shall receive and deposit in appropriate bank accounts all funds of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; shall keep proper books of account; shall cause an annual audit of the association books to be made by a certified public accountant at the completion of each fiscal year, and shall prepare an annual budget and a statement of income and expenditures to be represented to the membership at its regular annual meeting, and deliver a copy of each to the members.

ARTICLE IX COMPENSATION

Except as permitted below, a director, officer, member, or owner is not entitled to receive financial or monetary profit from the operation of the Association, and no funds or assets of the Association may be paid as salary or compensation to a director, officer, member, or resident. Notwithstanding the above:

(a) Reasonable compensation may be paid to a director, officer, member, or resident for services rendered to the Association in other capacities.

(b) A director, officer, member, or resident may, from time to time, be reimbursed for his or her actual and reasonable expenses incurred on behalf of the Association in connection with the administration of the affairs of the Association, provided the expense has been approved by the Board.

(c) The Board of Directors may budget and use Association funds to purchase awards, certificates, a celebratory meal, or other customary tokens or of appreciation for volunteer activities.

If a contract or transaction is fair to the Association, it is not disallowed merely because an officer, director, or member of the Association has a financial interest in the transaction, provided (1) the "interested" officer, director, or member fully and accurately discloses the nature of his or her interest to the board in a manner that is timely for the board's consideration of the contract or transaction, and (2) the "interested" officer or director does not participate in the vote to approve the contract or transaction, although the "interested" director may be counted toward a quorum at the meeting.

Nothing in this section may be construed to prevent the Board of Directors from adopting policies and procedures that are more stringent than the requirements of this Article or of applicable law.

**ARTICLE X
COMMITTEES**

The Association shall appoint a Nominating Committee, as provided in these By-laws. In addition, the Board of Directors shall appoint an Architectural Committee and other committees as deemed appropriate in carrying out its purpose.

**ARTICLE XI
BOOKS AND RECORDS; INSPECTION**

Section 1. The books, records, and papers, including financial records, of the Association shall be open to and reasonably available for examination by an Owner, or a person designated in a writing signed by the Owner as the Owner's agent, attorney, or certified public accountant under the terms and conditions of applicable law. The location shall be designated at the discretion of the Board of Directors.

Section 2. The Board may charge for the costs of compilation, production, and reproduction of the information requested by a member as allowed by the Texas Property Code and in accordance with its Reproduction Cost Policy. The Declaration, the Articles of Incorporation and the By-laws of the Association shall be available for inspection by any member at the principal office of the Association or at an alternative location designated by the Board, where copies may be purchased at reasonable cost.

**ARTICLE XII
ASSESSMENTS**

Section 1. As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments, which are secured by a continuing lien upon the property against which the assessment is made. Any assessments not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of eighteen per cent (18%) per annum, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by nonuse of the Common Area or abandonment of his or her Lot.

**ARTICLE XIII
CORPORATE SEAL**

The Association will have a seal in circular form having within its circumference the words: "Kings Point Property Owners Association, Inc."

ARTICLE XIV
INDEMNIFICATION

Section 1. An officer or director is not liable to the Association, its members, or another person for an action taken or not taken as an officer or director if he or she discharged their duties in good faith, with ordinary care, and in a manner the officer or director reasonably believes to be in the best interest of the Association. A person seeking to establish liability of an officer or director must prove that the officer or director did not act (1) in good faith, (2) with ordinary care, and (3) in a manner the officer or director reasonably believed to be in the best interests of the Association.

Section 2. The Association shall indemnify all officers, directors, and committee members of the Association to the full extent permitted by law and shall be entitled to purchase insurance for such indemnification of officers, directors, and committee members to the full extent as determined from time to time by the Board of Directors of the Association.

ARTICLE XV
AMENDMENTS

Section 1. Although the general authority for amending the By-laws resides with the members of the Association, certain amendments may be made by the Board of Directors without a vote of the members. For the following limited purposes, the Board of Directors may amend these By-laws with or without approval by the members, provided the proposed amendment has the prior unanimous approval of the directors: (1) to correct mistakes in the By-laws and (2) to conform the By-laws to changes in controlling law applicable to any topic addressed in these By-laws. The Board of Director shall notify the members should the By-laws be amended without prior approval of the members

In all other instances, these By-laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

Section 2. In the case of any conflict between the Articles of Incorporation and these By-laws, the Articles shall control. In the case of any conflict between the Declaration and these By-laws, the Declaration shall control.

ARTICLE XVI
MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

IN WITNESS WHEREOF, I have subscribed my name in my official capacity as President of the Kings Point Property Owners Association, Inc.

EXECUTED this the 23 day of November 2015.

Kings Point Property Owners Association,
Inc.

By: Darryl G. Stegemoller
Darryl G. Stegemoller
President

CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected Secretary of the Kings Point Property Owners Association, Inc., a Texas non-profit corporation; and

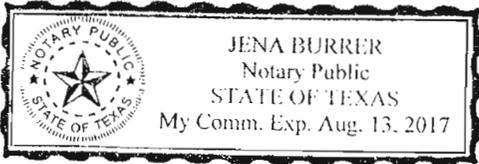
THAT the foregoing By-laws constitute the current By-laws of the Association and were duly approved by the members of the Association after proper notice at the annual meeting held on November 14, 2015, and thereafter adopted by the Board of Directors.

IN WITNESS WHEREOF, I have subscribed my name in my official capacity of Secretary of the Kings Point Property Owners Association, Inc.

By: WmmsnChah
Secretary

THE STATE OF TEXAS §
 §
COUNTY OF COMAL §

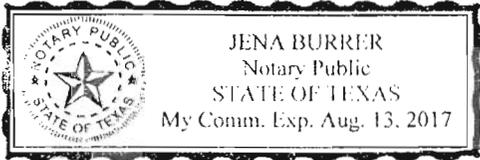
This instrument was acknowledged before me this 23 day of November, 2015, by Darryl G. Stegemoller, President of the Kings Point Property Owners Association, Inc., a Texas non-profit corporation, on behalf of such corporation.



Jena Burrer
Notary Public, State of Texas

THE STATE OF TEXAS §
 §
COUNTY OF COMAL §

This instrument was acknowledged before me this 23 day of November, 2015, by Shaunasse Clark, Secretary of the Board of Directors of the Kings Point Property Owners Association, Inc., a Texas non-profit corporation, on behalf of such corporation.



Jena Burrer
Notary Public, State of Texas

Filed and Recorded
Official Public Records
Bobbie Koepf, County Clerk
Comal County, Texas
11/23/2015 01:40:21 PM
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