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Hays County
Linda C. Fritsche
County Clerk
San Marcos, Texas 78666

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CEDAR OAK MESA/ DANIEL R MYERS
208 CAMPFIRE WAY
WIMBERLEY TX 78676



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

Linda C. Fritsche

Linda C. Fritsche, County Clerk

CAMPFIRE 2 SUB-DIVISION

This document contains corporation Bylaws and supplementary information covering the Residential Property Usage. The subdivision has at times also been known as Wimberley Campfire 2, but is currently known Cedar Oak Mesa, Inc. (COM). COM is a corporation registered in the state of Texas as a non-profit entity. The Deed Restrictions and information contained herein has been developed by the Board of Directors to guide them in the management of COM through the mechanism of a Property Owners Association (POA).

Daniel R. Meyers

Daniel R. Meyers, President
Cedar Oak Mesa POA

STATE OF TEXAS
COUNTY OF HAYS

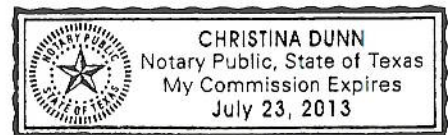
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This instrument was acknowledged before me on the 25 day
of August, 2009.

Christina Dunn

Notary Public

SEAL



BYLAWS OF CEDAR OAK MESA, INC (A PROPERTY OWNERS ASSOCIATION)

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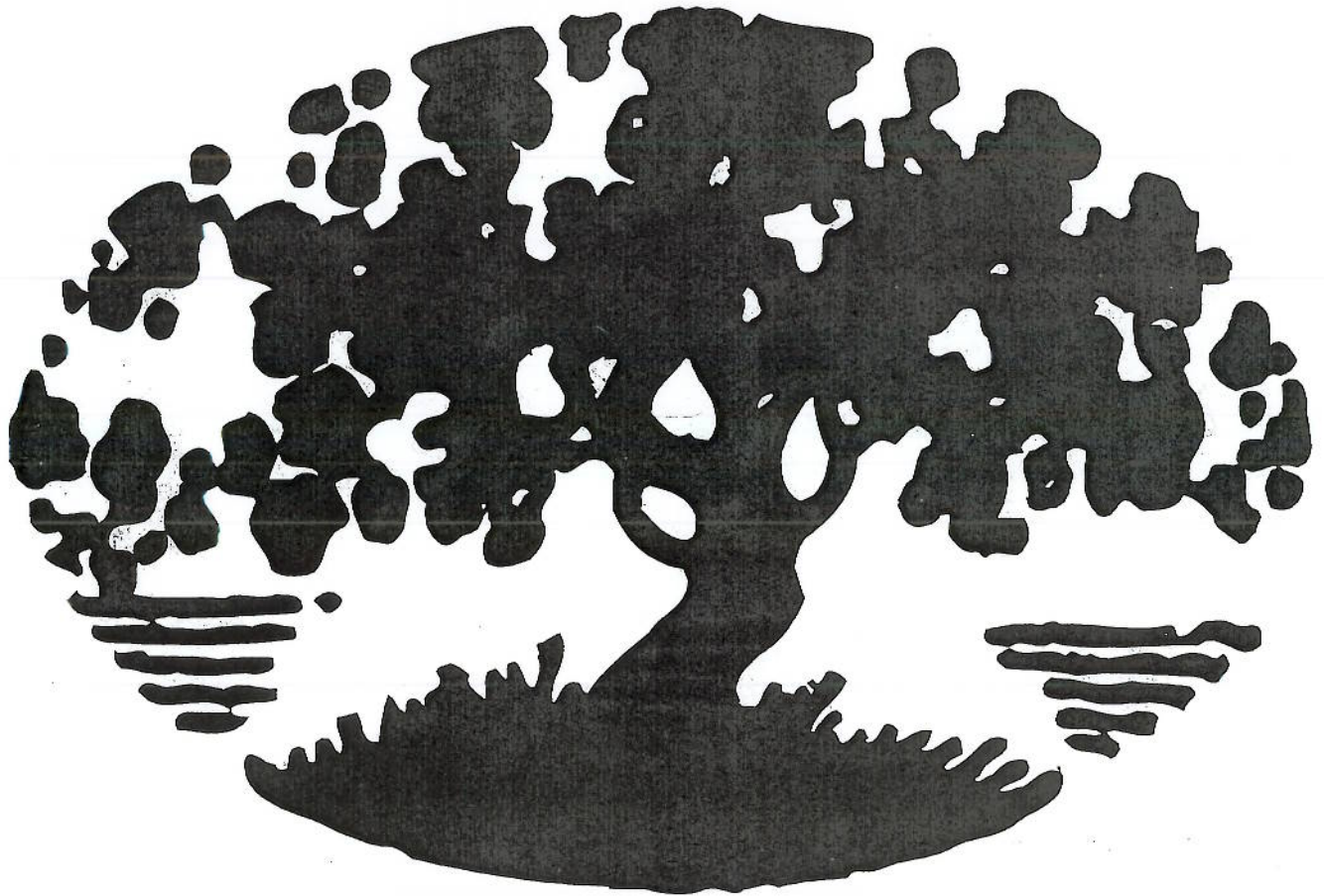


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ARTICLE ONE: GENERAL INFORMATION

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Section 1. Name

The name of the corporation is CEDAR OAK MESA, INC (COM, Inc) operating as a residential subdivision's PROPERTY OWNERS ASSOCIATION (hereinafter COMPOA).

Section 2. Nature of Organization

COM, Inc. is a Texas non-profit corporation.

Section 3. Principal Office and Agent

The principal office of the COMPOA shall be located within the Cedar Oak Mesa Subdivision.

ARTICLE TWO: DEFINITIONS

The following words, when used in these Bylaws, shall have the following definitions and meanings:

1. **"ACC"** refers to the Architectural Control Committee as defined in the Restrictions.
2. **"Board"** refers to the Board of Directors for the COMPOA.
3. **"Common Areas"** refers to any and all areas of land within the subdivision which are known, described or designated as private parks and pavilion, common areas, recreational easements, open spaces, swimming pool, tennis court on the recorded subdivision plat.
4. **"Restrictions"** refer to restrictions on the deed that place limitations on the use of the property. Restrictive covenants are an example of deed restrictions. Deed restrictions are usually initiated by the developers - those who determined what the land would be used for.
5. **"Lot"** refers to any plot or tract of land shown upon any the recorded subdivision map(s) or plat(s)
6. **"Member"** refers to a person or entity who is a property owner meeting the requirements set forth in Article Four.
7. **"Owner"** refers to each and every person or entity who is a record owner of a fee or undivided fee interest in any Lot, or who is a purchaser pursuant to a contract for deed; however, the word "Owner" shall not include any person or entity who holds a bona fide lien or interest in a Lot merely as security for the performance of an obligation.
8. **"Cedar Oak Mesa"** and **"Subdivision"** refer to the Cedar Oak Mesa Subdivision (AKA Campfire II) in Hays County, Texas.
9. **"Member In Good Standing"** Property owners must have all maintenance fees, cleanup cost, interest, attorney fees, fines, and any other obligations to the association paid in full in order to vote or exercise other rights of the property owners.

ARTICLE THREE: POWERS

Section 1. Compliance with Laws

COMPOA shall at all times comply with such State and Federal laws and regulations so as to obtain and maintain, insofar as is possible, nonprofit status and exemption from taxation.

Section 2. Prohibited Activitie

COMPOA is and shall be treated as a property owners association under Section 528 of the Internal Revenue Code of 1954. COMPOA does not contemplate monetary gain or profit to the Members thereof. No part of the net earnings shall benefit or be distributable to any Member, director or officer of COMPOA, or any private individual. No part of the activities shall include carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution or statements) any political campaign on behalf of any candidate for public office.

ARTICLE FOUR: MEMBERSHIPS

Section 1. Members

COMPOA shall have one class of voting members. A member shall be a person who owns one or more lots in the Cedar Oak Mesa subdivision. Every person or entity who is now or hereafter becomes an owner shall automatically be and must remain a member, until the member shall sell or dispose of his property by deed or otherwise. Membership shall be a part of and may not be separated from ownership of any Lot. Member and or property owner(s) may be used interchangeable and therefore have the same meaning.

Section 2. Voting Rights

Members shall be entitled to cast one vote for each lot in which they hold the interest required for membership. Each member may cast as many votes as he or she is entitled to exercise under these Bylaws on each matter submitted to a vote at a meeting of members, subject to the other requirements set forth herein. Property owners must have all maintenance fees, cleanup costs, interest, attorney fees, fines, and any other obligations to the association paid in full in order to vote or exercise any other rights of the property owners. The membership rights of any person will be automatically suspended without the necessity for any action of the Board during the period when any assessment or other amount owed to the Association is unpaid. Upon payment of such amounts in full, the member's rights and privileges shall be automatically restored.

Section 3. Multiple Owners

When more than one person holds such interest or interests in any lot, all such persons shall be members. The vote and distribution of recreation facilities key for such Lot shall be exercised as they, among themselves, may determine, but in no event shall more than one vote be cast or one key distributed with respect to any such lot. In the event of any dispute regarding voting or key distribution among multiple owners, the first person listed as owner of record in the Hays County tax rolls shall have the right to cast the vote and retain the key.

Section 4. Assessments and other Obligations

Each owner is obligated to pay all assessments and maintenance fees on his or her lots. Said funds shall provide a source of revenue for the maintenance of buildings, swimming pool, tennis courts, and common areas. Each owner is also obligated to pay any late fees, attorney's fees and costs of collection, fines, and cleanup costs assessed against his or her lot or lots. Maintenance fees and all other obligations to the Cedar Oak Mesa POA are due in full by January 31st of each calendar year and will be considered delinquent as of March 1st of each year. When a lot owner has not paid the maintenance fee by March 1, the Board of Directors shall assess a late charge of 15% of the current year's fee. When a lot owner has not paid the maintenance fee by April 1, the Board of Directors shall assess an administrative charge of \$60 to be added to the debt. Cedar Oak Mesa Property Owners Association shall file a lien against the property owing a maintenance fee. An interest charge of 15% compounded annually shall be imposed and carried until the fee is paid. Members, who do not pay the maintenance fee, by July 1 of the current year, will not be eligible to use the Cedar Oak Mesa facilities. Additionally, Cedar Oak Mesa Property Owners Association shall seek legal judgment and pursue legal remedies to secure payment (including foreclosure and sale of the property in question). The Board of Directors may make certain exceptions when illness or other circumstances justify. A delinquent property owner shall be reinstated upon payment of all indebtedness plus penalties and current fees. Partial payment and credits will first be applied to the oldest part of the balance on the statement, including unpaid prior finance charges (late fee). The late fee will take effect after March 1st of any given year. This obligation is secured by a lien upon each lot as set forth in the Restrictions. Any agreement or contract cannot exceed the current year for payment of all fees due during the billing year. Finance charges (late fee) will apply to all unpaid balances after March 1st of the current billing period. Until the fees are paid in full, all privileges, including voting, are suspended. Upon payment of all past due balances, all rights and privileges will be restored.

Section 5. Rights of Membership: Park/Pool Key privileges

A property owner in good standing is eligible to receive a current key to the recreational facilities. The keys are rotated each year. Each member, their immediate family, tenants, and guests shall be entitled to the use and enjoyment of the recreational facilities in accordance with the Restrictions or as may be otherwise prescribed by the Association. The property owner is responsible for any violations to the Bylaws, Restrictions, or other rules of the community by that property owner, guest(s) or tenant(s).

Section 6. Violations of Regulations

Violation by members, tenants, and/or guests of rules and regulations adopted and published by the Board may result in a suspension of rights to the recreational areas as defined in the Restrictions or other rules of the community.

Section 7. Transfer of Membership

If the ownership of a lot is sold or assigned, the membership shall be transferred to the subsequent purchaser. Any attempt to transfer membership in any other way shall be null and void. The seller/buyer shall pay the POA a \$50 Administrative Transfer Fee for handling the change of ownership (in accordance with Chapter 207 of the Texas Property Code). If a property owner fails to pay the Transfer Fee, a lien may be filed against the property and/or a suit filed in Small Claims Court.

Section 8. Special Assessments

The Board can assess each property owner a special fee, which has been approved by the owners (by simple majority vote) at any meeting of the members. Prior to the member's vote, the Board will identify the fee amount, intended use, and the number of years the fee collection will be in effect. The fee will be collected and deposited in a special bank account for the purpose identified at the meeting of the members. If a property owner fails to pay the fee, a lien may be filed against the property and/or a suit filed in Small Claims Court.

ARTICLE FIVE: MEETINGS OF THE MEMBERS

Section 1. Annual Meeting

An Annual Meeting shall be held on the last Saturday of April beginning at 9:00 AM, unless otherwise notified, for the purpose of election of directors to fill expired terms and the transaction of such other business as may come before the meeting. Minutes shall be kept and read at the following Annual Meeting.

Section 2. Special Meeting

A Special Meeting of the members may be called by the President of the Board of Directors, or by not less than owners of one-tenth of the total owned lots, whose owners are in good standing as defined in Article 2.

Section 3. Quorum for Special Meetings

Owners of 10% of the total owned lots whose property owners have met the requirements for voting as set forth in Article 4, Section 2, represented in person, shall constitute a quorum at a meeting of the members. If a quorum is present, the affirmative vote of the majority of the lots represented at the meeting and entitled to vote on the subject matter, shall be the act of the members.

Section 4. Determination of Voting Members

At least ten days before each meeting of members, the Secretary shall make a complete list of the members entitled to vote at such meeting. The list shall be arranged in alphabetical order and shall list each member's address. The list shall be kept on file at the principal COMPOA office or such other location, which has been designated by the Board and shall be available upon request for inspection by any member, for a period of at least ten days prior to the meeting. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any member at any time during the meeting.

Section 5. Record Date

The Board may fix, in advance, a date, not exceeding thirty days preceding the date of any meeting of members, as a record date for the determination of the members entitled to vote at such meeting. Only such members shall be entitled to such notice of, and to vote at, such meetings, notwithstanding any change of membership on the books of the Association after such record date is fixed.

Section 6. Procedure for Elections.

The following procedures shall govern elections:

1. **Registration of Candidates** Lot Owners in good standing wishing to run for the Board of Directors shall submit their name to Cedar Oak Mesa Property Owners Association by March 1 of the election year.
2. **Notice of Annual Meeting** Written or printed notice stating place, day, and hour of any meeting of members shall be delivered by mail to each member not less than ten or more than fifty days before the date of such meeting by or at the direction of the President or Officer calling the meeting. Notice is deemed to be delivered when deposited in the United States Mail addressed to the member at his address as it appears on the records of the corporation, with correct postage thereon prepaid.

3. **Prohibited Endorsements** No COMPOA funds shall be used for the endorsement of any candidate. Members, Officers, and Directors may make endorsements in their individual capacities.
4. **Absentee Ballots** Members may cast their votes in person or by absentee ballot. Mail-in ballots must be received no later than one (1) day before the annual meeting.
5. **Conduct of Election** The election of Directors shall be conducted at the Annual Meeting. Each member shall cast his or her votes for each open position, and then the votes shall be tallied by the Election Committee. The persons receiving the most votes shall be elected to the open director positions.

ARTICLE SIX: BOARD OF DIRECTORS

Section 1. General Purpose and Nature

The business and affairs of COMPOA shall be managed by the Board of Directors. The number of directors shall be seven, but may hereafter be changed in accordance with the Bylaws, and in no event shall be less than five or more than seven. The Directors shall act only as a Board, and an individual Director shall have no power as such. The powers of the Board shall be subject to such limitations as are imposed by law, the Restrictions, the Articles of Incorporation, and to these Bylaws.

Section 2. Eligibility of Candidates

To be eligible for election or appointment to the Board, any candidate must meet the following conditions:

1. The candidate must own property in the Subdivision in fee simple, with the deed properly recorded within the Deed Records of Hays County, Texas;
2. The candidate must have paid all maintenance fees and other obligations to COMPOA in full by or before March 1.

Section 3. Terms of Office

The number of Directors shall be seven (7). The terms of the Directors shall be two years. Four Directors shall be elected one year, and three Directors shall be elected the following year. Each director shall hold office until his successor shall have been elected and qualified. The first meeting of the elected and replaced Board of Directors will be held immediately after the Annual Meeting of the members.

Section 4. Powers

The Board shall be responsible for setting policy and for managing the general affairs of the Association, subject to the limitations imposed by law, the Restrictions, the Articles of Incorporation, and these Bylaws. Subject to those limitations, the Board may exercise all powers of COMPOA, including but not limited to the following:

- A. To provide for the care, preservation and maintenance of the Common Areas.
- B. To pay taxes, insurance and utilities (including without limitation, electricity, water and sewer charges) which pertain to the Common Areas only.
- C. To obtain legal and accounting services;
- D. To obtain any other materials, equipment, supplies, furniture, labor, services, maintenance, repairs, structural alterations, taxes or assessments which the Board is required to obtain or pay for pursuant to the terms of the Restrictions or which, in its option, shall be necessary or proper for the operation or protection of the Association or for the enforcement of the Restrictions.
- E. To execute all declarations of ownership for tax assessment purposes with regard to any of the Common Areas owned by it as an incorporated entity;
- F. To call for a special meeting or an annual meeting of the members;
- G. To enter into contracts; maintain one or more bank accounts and to have all the powers necessary or incidental to the operation and management of COMPOA. Property Owners must be notified by postings on the COMPOA bulletin boards and in writing to give them an opportunity to comment on any non-

emergency contract exceeding \$5,000.00 before it is entered into by the Board. There shall be a 30 day notice period given for the Property Owners to review and comply/comment.

- H. To protect or defend the Common Areas from loss or damage by suit or otherwise, to sue or defend in any court of Law in behalf of the COMPOA, and to provide adequate reserves for repairs and replacements;
- I. To prepare an annual report each year, and to make a copy of it available to each Owner;
- J. To adjust the amount, collect and use any insurance proceeds to repair damaged properties or replace lost property, to assess the Members in proportionate amounts to cover the deficiency;
- K. To enforce the provisions of the Restrictions and any rules made hereunder and to enjoy and seek damages and/or fines from any Owner for violation of such provisions and rules
- L. To exercise all other powers provided in the Texas Non-Profit Corporation Act, and all other implied powers necessary and proper to carry out its express power.

Section 5. Rules and Regulations

The Board may adopt rules and regulations governing the use and enjoyment of the common areas, and otherwise interpret and apply the Restrictions, Bylaws and Articles of Incorporation.

Section 6. Manner of Acting

The act of a simple majority of the Directors present at any meeting, at which a quorum is present, shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 7. Vacancies

- Any vacancy occurring on the Board as a result of removal or resignation of a Board director will be filled by the Board.
- The Board will consider for appointment, in order of their votes received, unsuccessful candidates in the most recent election to fill vacancies. If there is not a candidate to fill the position the Board may fill the position by appointment and by the affirmative vote of a majority of the remaining directors. The remaining directors may make this appointment even though less than a quorum is present. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor. If the Board does not have an eligible candidate and the number of directors remaining on the Board is five or more, the Board does not have to fill the position until the next annual meeting of the members.

Section 8. Compensation

Officers and Directors shall not receive compensation for performance of their duties as Board members.

ARTICLE SEVEN: MEETINGS OF THE BOARD

Section 1. Place of Meeting

All meetings of the Board, regular or special, must be held within the Cedar Oak Mesa Subdivision.

Section 2. First Meeting

The Officers of COMPOA shall be elected to serve each year by the Board of Directors at the first regular meeting. The first meeting of the elected and replaced Board of Directors will be held immediately after the Annual Meeting of the members. If the election of Officers shall not be held at the first meeting, such elections shall be held as soon thereafter as conveniently possible. New positions may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

Section 3. Regular meetings

Regular meetings, if possible, will be held the first Thursday of each month at 7:00 PM in Cedar Oak Mesa. Each Director must be notified three days before a special meeting. Notice of the time and place of each regular meeting of the Board must be posted on the bulletin board at the entrance to the Subdivision and at the office at least 72 hours prior to each meeting. The President or assigned designee shall provide each Board member an agenda setting out the business to be transacted at such regular meeting.

Section 4. Special Meetings

Special meetings of the Board can be held when called by the President or by any two directors. This meeting shall not take the place of the regular Board meeting and there must be a quorum.

Section 5. Minutes and Other Records

All meetings of the Board of Directors and of the POA shall be recorded according to the guidelines in Article 8, Section 5.3. The secretary shall prepare the minutes of all meetings. In the absence of the secretary, the Board shall appoint an acting secretary to take minutes at all meetings of the Board and of the Members.

ARTICLE EIGHT: OFFICERS

Section 1. Officer Positions

The Officers of COMPOA shall be: a President, a Vice President, a Secretary, a Treasurer, and such other Officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other Officers including Assistant Secretary(s), Assistant Treasurer(s), and Committee Heads, as it shall deem necessary. Such Officers will have the authority to perform the duties as prescribed, from time to time, by the Board of Directors. The same person may hold two offices except that the President and Secretary, or President and Vice President, shall not be the same person.

Section 2. Eligibility of Candidates

To be eligible for election or appointment as an Officer, any candidate must meet the following conditions:

- 1. The candidate must own property in the COM subdivision with the deed properly recorded within the Deed Records of Hays County, Texas;
- 2. The candidate must have paid all maintenance fees and other obligations to the Association in full before March 1.

Section 3. Election of Officers

The Board, at its first meeting after each Annual Meeting of the Members, shall elect a President, Vice President, Treasurer, and a Secretary.

Section 4. Term of Office

The officers of COMPOA shall hold office until their successors are elected.

Section 5. Duties of Officers

The Officers shall have the following duties and powers:

- 1. **President** - shall be the chief executive officer. The chief executive officer shall preside at all meetings of the Members and the Board and shall have such other powers and duties as usually pertain to such office or as may be delegated by the Board. The President shall see that all policies, orders, and resolutions of the Board are carried into effect. The President shall execute bonds, mortgages and other contracts on behalf of the COMPOA, except where required or permitted by law to be otherwise signed and executed, and except where the signing and execution thereof shall be expressly delegated by the Board to some other officer or agent of COMPOA.
- 2. **Vice President** - unless otherwise determined by the Board, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. The Vice President shall assist the President and shall perform such other duties and have such other powers as the Board shall prescribe.
- 3. **Secretary** - shall record all the minutes of the meetings of the Members and of the Board. The minutes of all regular, special and emergency meetings of the Board shall be taped or digitally recorded. The recordings shall be kept for a minimum of ninety (90) days or until the written minutes are approved by the Board of Directors. The Secretary shall be responsible for maintaining all other business records of the Association, except for those under control of the Treasurer. The Secretary shall perform such other duties as may be assigned by the Board. If the secretary is not a Director, he/she will not have voting rights as a Director.
- 4. **Treasurer** - shall have the custody of the corporate funds and securities, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association. The Treasurer shall deposit all monies and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Board. The Treasurer shall ensure that COMPOA complies with all legal requirements regarding financial records and taxes. The Treasurer shall disburse the funds of COMPOA as may be ordered by the Board,

taking proper vouchers for such disbursements, and shall render to the President and the Board at its regular meetings, or when the Board so requires, an account of all his or her transactions as Treasurer and of the financial condition of COMPOA. The Treasurer will be responsible to give a report to the members at the Annual Meeting of the Members the status of COMPOA. The Treasure shall prepare a proposed operating and capital expenditures budget and present it to the Board at its regular December meeting.

5. **Assistant Treasure(s) and Assistant Secretary(s)** If required by the Board of Directors, the Assistant Treasurer(s) shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurer(s) and Assistant Secretary(s), in general shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors. If the Assistant Treasurer and/or Assistant Secretary is not a Director, he/she will not have voting rights as a Director.

Section 6. Vacancies

A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term as described in Article 6, Section 7.

Section 7. Bond

If required by the Board, the Treasurer shall give the Association a bond in such sum and with such surety or sureties as shall be satisfactory to the Board for the faithful performance of the duties of his or her office and for the restoration to the Association, in case of his or her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the Association.

Section 8. Removal of Officers or Directors

The Board may by a vote of two-thirds of the entire Board remove an Officer or Director from office for good cause. Good cause shall include but not be limited to failing or ceasing to perform the duties of the office, failing to attend three or more Board meetings without a valid excuse, or ceasing to be a Member. The President and/or three Officers may by written notice place the removal of any Officer or Director on the agenda for a future meeting. If an Officer or Director's removal is placed on the agenda, the President shall notify the Secretary, who shall send written notice to the Officer whose removal is to be considered, by certified mail, mailed at least twenty-one days in advance of the meeting. The Secretary shall also send written notice to each member of the Board at least twenty-one days in advance of the meeting, but said notice need not be sent by certified mail. Said notice shall include notice of the proposed removal and the grounds for removal, as well as the time and place of the meeting at which removal is to be considered. The Officer shall, also, have the opportunity to be heard at the meeting at which removal is to be considered. Any officer that is removed may not run during the remainder of the term for which he/she had been elected.

ARTICLE NINE: COMMITTEES

Section 1. Appointment of Committees

The Board may appoint committees at any time, designate their duties, and appoint persons to chair such committees.

Section 2. Reporting

Each Committee shall report to the Board as needed or when required by the Board. The designation of such committees shall not operate to relieve the Board, or any member thereof of any responsibility imposed upon them by law.

Section 3. Architectural Control Committee

The Architectural Control Committee (ACC) shall perform those duties which are set forth in the Restrictions, and shall periodically report to the Board. The ACC will be chaired by a Director and be comprised of property owners not serving on the Board.

Section 4. Other Committees

Other committees not having and exercising the authority of the Board of Directors in the management of COMPOA may be designated as may be required by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Members of each such committee shall be members of COMPOA and a majority vote of the Board of Directors shall be needed to appoint the members thereof. Any member thereof may be removed by a majority vote of the Directors whenever, in their judgment, the best interests of COMPOA shall be served by such removal.

Section 5. Term of Office

Each member of a committee shall continue as such until the next Annual Meeting and until his/her successor is appointed, unless the committee be terminated sooner, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

ARTICLE TEN: PROCEDURES GOVERNING ALL MEETINGS

Section 1. General Duties

Each Officer, Director, and Committee Member shall have the following duties:

1. **Training** - Ensure that all members have copies of the Association Bylaws and Restrictions.
2. **Planning** - Help the Board in creating a plan of action with specific goals for the year, especially in the area of your responsibility.
3. **Communications** - Keep the Members and the Board informed about COMPOA activities, especially in your area of responsibility, by making announcements at meetings and submitting information to the newsletter. Provide information to members regarding Association programs and affairs.
4. **Information** - Actively participate in the decision-making process of the COMPOA. Gather information about all issues before the Board, share that information with the Board, and engage in constructive discussion and debate at meetings. Provide recommendations to the President on courses of action, reflecting the best interests of the COMPOA and its members.
5. **Bylaws** - Gain a working knowledge of the Bylaws, Restrictions, Articles of Incorporation, and Rules and Regulations as they apply to COMPOA, comply with them, and help ensure that other Directors, Officers, and committee members comply. Advise the President and/or Board of inappropriate activity or violations.
6. **Meeting Rules and Regulations**
 - A. The board will follow a set agenda created for that meeting and vote only on those items on the agenda.
 - B. The board meeting presiding officer will restrict open forum discussions to 3 minutes per speaker/item.
 - C. The board members can only vote on items posted on the agenda under new/old (unfinished) business.
 - D. The board process for voting on actions is initiated by a move/motion to vote by one of the board members (other than the presiding officer) and a second by any other board member. Board member discussion can ensue before and after the motion to vote. The call for a vote by the presiding officer is then initiated after the discussion is complete.
 - E. The board secretary will distribute minutes to board members to review prior to the meeting. The board will only discuss required change(s) to the minutes prior to the vote for approval.
 - F. The board will table any new topics raised in the meeting for post board meeting review. The new item could become an agenda item for the next meeting – unless the item calls for emergency action to be instituted by the members present at that meeting.
 - G. The board secretary will keep a running list of items requiring action by a board member or board assignee. The list will track the action item assignee, a statement of the action item, the date by which the action should be complete, and the results of the action item review.
 - H. The board can request any person attending the meeting to leave if he/she is disrupting the continuity/flow of the meeting.
 - I. The board will permit property owners to attend any open meeting.
 - J. The board is not required to acknowledge a property owner other than during the "Open Forum" section of the agenda.
 - K. The board does not have to acknowledge a request to speak from a non-property owner.
 - L. The board can go into closed executive session at any time, but all votes must be made in open session.
7. **Meetings** Attend all meetings of the Members, Board, and any committees on which the Officer or Director serves whenever possible.

Section 2. Vote Required

Whenever these Bylaws require approval of any change, action or decision by the Membership or Board of Directors, then that approval shall require a majority vote of the members who are present at the annual meeting of the members. All members will be notified in writing to their last known address when there is a revision to the Bylaws.

Section 3. Quorum

Unless otherwise stated, a quorum of the Board, a committee, or any other body shall consist of a majority of the members of that body. Once the presence of a quorum has been confirmed, business may continue despite any failure to maintain a quorum during the remainder of the meeting.

Section 4. Proxies

Proxies are not allowed in voting for the Board of Directors. Proxies shall be allowed for voting on issues raised at the Annual Meeting of the members.

Section 5. Open Meetings

All meetings and functions shall be open to attendance by all members except that any committee/body of the COMPOA may hold a closed session, in accordance with the open records law, provided that such session is comprised of the entire committee/body present and in attendance, and that the final adoption of the report of the body shall not be in closed session.

Section 6. Adjournment

A quorum of the Directors may adjourn any Directors' meeting to meet again at a stated hour on a stated day. In the absence of a quorum, a majority of the Directors present at any Directors' meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the Board.

Section 7. Conflicts among Documents

In the case of any conflict between the Articles of Incorporation of COMPOA and these Bylaws, the Articles of Incorporation shall control; and in the case of any conflict between the Restrictions of COMPOA and these Bylaws, the Restrictions shall control.

ARTICLE ELEVEN: FINANCIAL MATTERS, RECORDS AND NOTICES

Section 1: Books and Papers

The books, records, and papers of the Association shall at all times, during reasonable business hours, be subject to the inspection of any Member. All minutes of Executive Sessions will be kept in a secured location and not be available for members review. Minutes of all other meetings shall be made available to any Member during the Association's regular business hours. Also, a record giving the names and addresses of the lot owners entitled to vote will be available. Any member who first makes his purpose known, in writing, to the Board of Directors and returns such list to the Cedar Oak Mesa office may use the list of names and addresses. Any member or his agent or attorney may inspect all books and records of Cedar Oak Mesa Property Owners Association for any proper purpose, at any reasonable time upon request. The Board shall comply with all laws regarding record keeping and availability of records to members, as set forth in the Texas Non-Profit Corporation Act. The Secretary, upon request, shall provide a copy of these Bylaws to any Member.

Section 2: Annual Audit

There shall be an annual review of the financial records of the association by a committee of members appointed by the Board, an outside public accountant, or a certified public accountant. This review shall be completed no later than April 15th of the following year.

Section 3: Signatures for release of funds

The signatures of at least two Board members shall be required on all checks and other authorization for release of Association funds. The Board shall authorize three Board members to be on the signature cards for the financial institutions where the Association funds are held.

Section 3. Deposits

All funds of Cedar Oak Mesa Property Owners Association shall be deposited in a timely manner to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 5. Restrictions

The Board shall not have the authority to borrow funds or incur indebtedness on behalf of the Association unless approved by the Members.

Section 6 Loans

No loans shall be made to Officers or Directors.

Section 7. Interested Directors

Any Officer, Director, or Member who receives money from the Association for goods or property of any kind, or for services provided to the Association, must fully disclose all relevant circumstances to the Board before consummation of the transaction, in addition to complying with all other requirements of law or equity which apply to transactions involving self-dealing. Any officer, director or member who receives money or property from the Association from privileged information must fully disclose circumstances to the Board before completion of the transaction, in addition to complying with all other requirements of the law or equity which apply to transactions involving self-dealing as defined by law.

Section 8. Fiscal Year

The fiscal year of the Association shall be January 1st to December 31st.

Section 9. Budget & Capital Expenditures

The Board of Directors shall adopt prior to the beginning of the annual year an annual operating budget and capital expenditures budget for the purpose of the proper operation of the association. The Board of Directors will adopt the budget at its regular December meeting.

Section 10. Contracts

The Board of Directors may enter into any contract or execute and deliver any instrument in the name of and on behalf of Cedar Oak Mesa Property Owners Association and such authority may be general or confined to specific instances. Property Owners must be notified by postings on the COMPOA bulletin boards, web site, and in writing to give them an opportunity to comment on any non-emergency contract exceeding \$5,000.00 before it is entered into by the Board. There shall be a 30 day notice period given for the Property Owners to review and comply/comment. Any purchase of over \$300.00 will require three written estimates where possible.

Section 11. Gifts

The Board of Directors may accept on behalf of Cedar Oak Mesa Property Owners Association any contribution, gift, bequest, or devise for the general purposes of or for any special purpose of the Association.

ARTICLE TWELVE: GENERAL PROVISIONS

Section 1. Limited Liability

No Member, Director, or Officer shall be personally liable for debts contracted for or otherwise incurred by the Association or for a tort committed by another member, whether such other member was acting on behalf of the Association or otherwise.

Section 2. Insurance

The Association may purchase and maintain insurance on behalf of any person who holds or who has held any position of Director or officer against any liability asserted against him or her and incurred by him or her in any such position, or arising out of his or her status as such. The Association may purchase and maintain any other insurance that is deemed necessary or appropriate by the Board.

Section 3. Use of Association Name

Any person or entity using the name of the Association must have the prior approval of the Board.

ARTICLE THIRTEEN: AMENDMENT OF BYLAWS AND ARTICLES

Section 1. Amendment of Bylaws

The power to alter or amend the Bylaws or adopt new bylaws shall be vested in the property owners. These Bylaws or any part thereof may be amended, modified, or replaced at an Annual Meeting of the property owners when amendments are initiated by the Board of Directors. At least thirty (30) days prior to such meeting, a notice of such meeting containing a copy of the current, in use Bylaws or Bylaws to be amended, and including the proposed amendment(s) shall be mailed along with a ballot to each property owner at their last known address. Mail-in ballots will be accepted from those property owners not attending the meeting in person. A tabulation of all votes including the mail-in votes, shall determine the outcome. A majority of all eligible property owners voting in person or by mail-in ballots shall determine the outcome. Eligible property owners that own two or more lots can cast one (1) vote per lot. In the case of a married couple, either the husband or wife may cast the vote.

CERTIFICATION

I certify that I am the Secretary of the Association and that the foregoing Bylaws constitute the Bylaws of the Association. These Bylaws have been duly adopted and amended at various times over the years.

REVISED at the Meeting of the Association held on April 16, 2008

[Signature]

SECRETARY
Cedar Oak Mesa POA

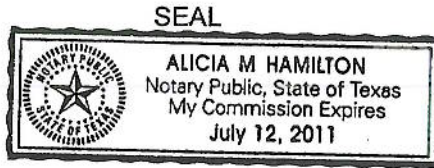
[Signature]

PRESIDENT
Cedar Oak Mesa POA

STATE OF TEXAS §
COUNTY OF HAYS §

This instrument was acknowledged before me on the 8 day of Sept, 2008.

Alicia M Hamilton
Notary Public





70 2009 90022625

Hays County
Linda C. Fritsche
County Clerk
San Marcos, Texas 78666

Instrument Number: 2009-90022625

Recorded On: August 26, 2009

As
OPR RECORDINGS

Parties: CAMPFIRE 2 SUBDIVISION

To

Billable Pages: 22

Number of Pages: 23

Comment:

(Parties listed above are for Clerks reference only)

** Examined and Charged as Follows: **

OPR RECORDINGS	100.00
Total Recording:	100.00

***** 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: 2009-90022625

Receipt Number: 226967

Recorded Date/Time: August 26, 2009 11:23:26A

Book-Vol/Pg: BK-OPR VL-3722 PG-623

User / Station: R Robinson - Cashering #1

Record and Return To:

CEDAR OAK MESA/ DANIEL R MYERS
208 CAMPFIRE WAY
WIMBERLEY TX 78676



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

Linda C. Fritsche
Linda C. Fritsche, County Clerk

BYLAWS OF CEDAR OAK MESA, INC (A PROPERTY OWNERS ASSOCIATION)

Bk Vol Pg
90022625 OPR 3722 625

