

**BYLAWS  
OF  
COLONIES MASTER ASSOCIATION, INC.**

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**IMPORTANT NOTICES**

ALL PROPERTY TO WHICH THESE BYLAWS APPLY IS LOCATED IN A PUBLIC IMPROVEMENT DISTRICT AUTHORIZED BY THE CITY OF AMARILLO IN RESOLUTION NO. 2-13-01-1 TO CONSTRUCT, INSTALL, AND MAINTAIN ENHANCED PUBLIC IMPROVEMENTS WHICH ARE IN ADDITION TO THE PUBLIC IMPROVEMENTS AND SERVICES THAT NORMALLY WOULD BE PROVIDED BY THE CITY. THE COSTS OF THE ENHANCED PUBLIC IMPROVEMENTS WILL BE PAID FROM SPECIAL ASSESSMENTS LEVIED BY THE CITY AGAINST LOTS LOCATED IN THE PUBLIC IMPROVEMENT DISTRICT. UNTIL CHANGED BY THE CITY OF AMARILLO, THE SPECIAL ASSESSMENT FOR THE PUBLIC IMPROVEMENT DISTRICT WILL BE BASED UPON THE NUMBER OF SQUARE FEET IN A LOT. AN OWNER OF A LOT MAY NOT AVOID PAYMENT OF THE SPECIAL ASSESSMENTS FOR THE PUBLIC IMPROVEMENT DISTRICT.

PURSUANT TO THE MASTER DECLARATION, UPON PURCHASING A LOT EACH OWNER BECOMES A MEMBER OF THE ASSOCIATION AND BECOMES OBLIGATED TO PAY ASSESSMENTS TO THE ASSOCIATION. EACH OWNER'S ATTENTION IS DIRECTED TO THE MASTER DECLARATION FOR THE SPECIFIC TERMS APPLICABLE TO AN OWNER PURSUANT TO THE MASTER DECLARATION.

EACH LOT IS SUBJECT TO ASSESSMENT LIENS DESCRIBED IN ARTICLE 3 OF THE MASTER DECLARATION.

EACH OWNER OF A LOT IS ADVISED THAT SECTION 202.004 OF THE TEXAS PROPERTY CODE AUTHORIZES COURTS TO ASSESS CIVIL DAMAGES FOR THE VIOLATION OF RESTRICTIVE COVENANTS IN AN AMOUNT NOT TO EXCEED \$200.00 FOR EACH DAY OF THE VIOLATION.

Article 1

Name and Location

The name of the Association is the Colonies Master Association, Inc. The registered office of the Association will be as designated with the Secretary of State of the State of Texas, as it may be changed from time to time. The principal office of the Association will be located in Randall County, Texas.

## Article 2

### Definitions

The use of any of the following defined terms in their capitalized form will have the meaning designated below. The use of any of the following defined terms in their uncapitalized form will indicate the words have their normal meaning:

2.1 **“Developer Director”** means an officer of Developer.

2.2 **“Nomination Committee”** means a committee composed of the following:

- (a) an officer, director, shareholder, Member, or Owner of Declarant or Developer;
- (b) the President of the Association; and,
- (c) the immediate past president of the Association if he or she is a Member in Good Standing.

Capitalized terms used in these Bylaws, to the extent not otherwise defined herein, have the meanings used in the Colonies Master Declaration recorded in the Official Public Records of Randall County, Texas, under Document No. \_\_\_\_\_.

## Article 3

### Purposes

3.1 **Purpose**. The Association is organized and will be operated exclusively to act as agent for the Owners of the Property pursuant to these Bylaws and the Master Declaration, and its purposes are:

- (a) To make Assessments if:
  - (1) no assessments or inadequate assessments are levied against the Property by the City to pay for the costs of the Enhanced Public Improvements;
  - (2) the PID is dissolved, terminated, or otherwise fails to function;
  - (3) the City fails to approve the annual budgets recommended by the PID; or,
  - (4) the annual budgets recommended by the PID are inadequate; and,
- (b) To collect City PID Assessments if the City fails or refuses to collect them; and,
- (c) To enforce the Association Documents and any rules made thereunder and to enjoin and seek damages from any Owner for violation of such provisions or rules; and,
- (d) To exercise all the rights, powers, and privileges and to perform all the duties and obligations of the Association as set forth in the Association Documents; and,

(e) To affix, levy, collect, and enforce payment of, by any lawful means, all charges or Assessments provided in the Association Documents; and, as agent, pay all expenses in connection therewith and all office and other expenses incident to conducting the business of the Association including all licenses, taxes, or governmental charges levied or imposed against the Property of the Association, if any; and,

(f) To make disbursements, expenditures, and payments on behalf of the Owners as required by the Association Documents; and,

(g) To hold as agent for Owners' reserves for periodic repairs and improvements to be made as directed by Owners acting through the Board; and,

(h) To enter into and perform any contract and to exercise all powers which may be necessary or convenient to the operation, management, maintenance, and administration of the affairs of this Association according to the Association Documents; and,

(i) Insofar as permitted by law, to do any other thing that, in the opinion of the Board, will promote the common benefit and enjoyment of Owners and occupants of the Property, or for operation or protection of the Association or for enforcement of the Association Documents; and,

(j) To engage in any other lawful business under the provisions of the Texas Nonprofit Corporation Act.

3.2 Use of Facilities. All Persons who use the facilities on the Property are subject to these Bylaws. The acquisition, lease, or rental of any Lot or the act of occupancy of any Lot will signify that these Bylaws are accepted, approved, and ratified and will be complied with.

#### Article 4

#### Membership, Voting Rights, and Assessments

4.1 Membership and Voting in the Association. Matters dealing with membership and voting are set forth in Article 2 of the Master Declaration, and those matters are incorporated herein as if repeated verbatim.

4.2 Assessments. Matters dealing with Assessments are set forth in Article 3 of the Master Declaration, and those matters are incorporated herein as if repeated verbatim.

#### Article 5

#### Directors

5.1 Number of Directors. The number of directors of the Association will be three until the second annual meeting of the Members when the number of Directors may increase up to nine. In no event will the number of directors be less than three or more than nine. Until the Conversion Date, the Developer Director must be one of the members of the Board of Directors. Except for the Developer Director, the directors whose terms have expired must be elected at the annual meeting of the Members by a majority vote of the Members in Good Standing except as provided in Paragraph 5.3. All directors except the Developer Director must be Members in Good Standing. Each director shall

hold office until a successor is elected and qualified, but if a director, other than a Developer Director, ceases to be a Member in Good Standing, his directorship shall automatically terminate.

5.2 Term of Directors. The directors named in the articles shall hold office until the second annual meeting of the shareholders and until their successors are elected and qualified. At the second annual meeting of the shareholders, there shall be elected up to eight directors who shall be divided into three classes. There shall be up to two directors in the first class, who shall hold office until the first annual meeting of shareholders after their election and until their successors are elected and qualified; and there shall be up to three directors in the second class, who shall hold office until the second annual meeting of shareholders after their election and until their successors are elected and qualified; and, there shall be up to three directors in the third class, who shall hold office until the third annual meeting of shareholders after election and until their successors are elected and qualified. At each annual meeting of shareholders thereafter, directors shall be elected for the class whose term of office expires at that meeting, and they shall hold office until the third annual meeting of shareholders after their election and until their successors are elected and qualified.

5.3 Vacancy and Removal. Any vacancy occurring in the Board may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board. A director elected to fill a vacancy will be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors must be filled at an annual meeting of the Members or at a special meeting of the Members entitled to vote called for that purpose. Any director may be removed from the Board, with or without cause, by a majority vote of the Members in Good Standing at an annual meeting of the Members or at a special meeting of the Members entitled to vote called for that purpose.

5.4 Management. The business of the Association will be managed by its Board. The Board may exercise all powers of the Association and do all lawful acts and things including those which are not directed or required by statute or by the Association Documents to be exercised and done by the Members.

5.5 General Powers and Duties of the Board of Directors. Article 4 of the Master Declaration sets forth the general powers and duties of the Board which are incorporated herein as if repeated verbatim.

## Article 6

### Meetings of the Board

6.1 Place of Meeting of Board. Meetings of the Board will be held in Amarillo, Potter or Randall County, Texas, at such location as stated in the notice of the meeting or in a duly executed waiver of notice.

6.2 First Meeting. The first meeting of each newly elected Board will be held at the time and place as fixed by the vote of the Board.

6.3 Annual Meetings of Board. Annual meetings of the Board will be held at such place and hour as may be fixed from time to time by resolution of the Board. Should the scheduled meeting date fall on a legal holiday, then that meeting will be held at the same time on the business day following the legal holiday. Written notice of annual meetings of the Board must be given to each director at least 10 days before the date of the meeting.

6.4 Special Meetings. Special meetings of the Board will be held when called by the president or by any two directors. Written notice of special meetings of the Board must be given to each director at least three days before the date of the meeting. Neither the business to be transacted at, nor the purpose of, any annual or special meeting of the Board need be specified in the notice or waiver of notice of such meeting.

6.5 Quorum. A majority of the directors will constitute a quorum for the transaction of business. The act of the majority of the directors present at a meeting at which a quorum is present will be the act of the Board. If a quorum is not present at any meeting of the Board, the directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

6.6 Consent Without Meeting. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action taken is signed by a majority of the members of the Board, one of whom must be the Developer Director.

6.7 No Compensation. The directors of the Association will serve without compensation; however, directors may be reimbursed for actual expenses reasonably incurred in the performance of their duties.

6.8 Meetings by Telecommunications. Members of the Board may participate in and vote at any meeting of the Members through the use of a conference telephone, video conferencing system, emails to the President or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meetings shall constitute attendance and presence in person at the meeting of the person or persons so participating.

6.9 Voting Procedures. Voting in elections for Election of Officers, representatives to Committees, and for other matters brought before the Members of the Board may be by electronic ballot, by mail or in person. If voting by electronic ballot or mail, voting may be initiated at any time. If voting is in-person, voting may be by voice unless the President shall order or any Member of the Board shall demand that voting be by ballot. Acceptance of votes shall be in accordance with the applicable provisions of this Article 6, and for electronic voting; the signatory requirement may be in the form of an email response from the Member of the Board or other officer or agent of the Member of the Board. Members of the Board shall not use Association-sponsored forum communication vehicles or medium (e.g., the Association's web site) to solicit support for or pre-announce voting preferences on any matter to be voted on at a Board of Directors meeting or to transmit any part of a ballot except as may be specified in the voting instructions provided with each ballot.

## Article 7

### Notices

7.1 Form of Notice. Notices to directors and Members must be in writing and delivered personally or mailed to the directors or Members. Notice by mail will be deemed to be given when deposited in the United States Mail addressed to the Member or director at his address as it appears on the books of the Association, with postage prepaid. Notice to directors may also be given by telecopy and will be deemed to be given when electronic confirmation of transmittal of the telecopy is received.

7.2 Waiver of Notice. When any notice is required to be given to a Member or director under the provisions of any statute or the Association Documents, a waiver thereof in writing signed by the person entitled to such notice, whether before or after the time stated therein, will be equivalent to the giving of such notice.

7.3 Attendance - Waiver. Attendance of any Member or director at a meeting will constitute a waiver of notice of such meeting, except when a director or Member attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

## Article 8

### Officers

8.1 Officers. The officers of the Association will consist of a president (*who must always be a member of the Board*), one or more vice presidents, a secretary, and a treasurer, each of whom must be elected by the Board. The offices of president and secretary may not be held by the same Person. To be an officer of the Association, a person must (i) be an Owner or (ii) have an ownership interest in an Owner, or (iii) be an officer of a corporate Owner.

8.2 Election of Officers. The Board shall elect the officers of the Association at its first meeting after each annual meeting of Members.

8.3 Other Officers. Other officers and assistant officers deemed necessary may be elected or appointed by the Board.

8.4 No Compensation. All officers of the Association will serve without compensation.

## Article 9

### Meetings of Members

9.1 Administration. The Members will constitute the Association which has the responsibility of administering and enforcing the Association Documents. If there is a dispute or disagreement between any Members relating to the Property or a question of interpretation or application of the provisions of the Association Documents, such dispute, disagreement, or question will be submitted to the Board except as otherwise provided in the Master Declaration. The decision by the Board will be binding on all Members.

9.2 Place of Meetings of Members. Meetings of the Members will be held in Amarillo, Potter or Randall County, Texas, at such location as stated in the notice of the meeting or in a duly executed waiver of notice.

9.3 Annual Meetings of Members. Annual meetings of Members will be held in September or October at 7:00 p.m. on a weekday designated by the Board.

9.4 Election. At the annual meeting of the Members, the members of the Board who are up for election shall be elected by a Majority Vote of the Members and other business may be transacted as is properly brought before the meeting. Unless waived by a unanimous vote of the Members in Good Standing who are present at the annual meeting, the election of the Board will be by

secret ballot. The persons receiving the largest number of votes will be elected. Cumulative voting is not permitted.

9.5 Special Meetings. Special meetings of the Members may be called by the president or the Board and shall be called by the secretary upon written request of Members in Good Standing entitled to cast one-fourth of all the aggregate votes of the Members in Good Standing.

9.6 Notice of Meetings. Written notice stating the place, day, and hour of all meetings and the purpose for which the meeting is called shall be delivered not less than 10 nor more than 50 days before the day of meeting, either personally, by mail or by electronic media, by or at the direction of the president, the secretary, or the officer or person calling the meeting, to each Member in Good Standing.

9.7 Purpose of Special Meetings. Business transacted at any special meeting of the Members must be confined to the purposes stated in the notice thereof.

9.8 No Cumulative Voting. There will be no cumulative voting.

9.9 Proxies. A Member in Good Standing may vote in person or by proxy in a form acceptable to the Board and executed in writing by the Member in Good Standing or by his duly authorized attorney-in-fact. No proxy will be valid after five months from the date of its execution unless otherwise provided in the proxy. Each proxy will be revocable unless expressly provided therein to be irrevocable, and in no event will it remain irrevocable for more than five months from the date of its execution.

9.10 List of Members. The officer or agent having charge of the corporate books will make, at least 50 days before each meeting of Members, a complete list of the Members in Good Standing entitled to vote at such meeting or any adjournment thereof, arranged in alphabetical order, with the address of each. The list will be available at the offices of the Association for inspection by each Member at least five days before such meeting. Such list will also be produced and kept open at the time and place of the meeting and will be subject to the inspection of any Member during the whole time of the meeting.

9.11 Record Date. The Board may fix in advance a date, not exceeding 50 days before the date of any meeting of Members, as a record date for the determination of the Members entitled to notice of and to vote at any meeting and any adjournment thereof. Only the Members who are Members of record on the date so fixed will be entitled to notice. Only Members in Good Standing may vote at the meeting and at any meeting after adjournment thereof, notwithstanding any change of membership on the books of the Association after the record date.

9.12 Consent Without Meeting. Any action required by statute 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 written consent setting forth the action to be taken is signed by at least 75.0% of the Members required to vote affirmatively with respect to the subject matter thereof. Such consent will have the same force as the required affirmative vote of Members.

9.13 Order of Business. The order of business at all meetings of the Members will be as follows:

- (a) roll call and certifying proxies;
- (b) announcement of a Quorum;

- (c) proof of notice of meeting or waiver of notice;
- (d) reading, or waiver thereof, and approval of the minutes of the previous meeting;
- (e) reports of officers;
- (f) reports of committees;
- (g) election of directors;
- (h) unfinished business;
- (i) new business; and,
- (j) adjournment.

9.14 Conflicts. Any conflict between these Bylaws and the Master Declaration will be resolved in favor of the provisions in the Master Declaration.

9.15 Meetings by Telecommunications. Members may participate in and vote at any meeting of the Members through the use of a conference telephone, video conferencing system, emails to the President or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meetings shall constitute attendance and presence in person at the meeting of the person or persons so participating.

9.16 Voting Procedures. Voting in elections for representatives to the Board of Directors, and for other matters brought before the Members may be by electronic ballot, by mail or in person. If voting by electronic ballot or mail, voting may be initiated at any time. If voting is in-person, voting may be by voice unless the President shall order or any Member shall demand that voting be by ballot. Acceptance of votes shall be in accordance with the applicable provisions of this Article 9, and for electronic voting; the signatory requirement may be in the form of an email response from the Member or other officer or agent of the Member. Members shall not use Association-sponsored forum communication vehicles or medium (e.g., the Association's web site) to solicit support for or pre-announce voting preferences on any matter to be voted on at a meeting or to transmit any part of a ballot except as may be specified in the voting instructions provided with each ballot.

## Article 10

### General Provisions

10.1 Nominations. The Nomination Committee (*as defined in Section 2.2*) shall meet before the annual meeting of the Members to nominate directors for election to serve on the Board. Nominations may also be made from the floor at the annual meeting. The Nomination Committee shall make as many nominations for election to the Board as it shall in its discretion determine but not less than the number of vacancies that are to be filled. Such nominations must be made from among Members in Good Standing.



10.2 Fiscal Year. The fiscal year of the Association will coincide with the annual budget periods of the PID and each 12-month period will constitute a fiscal year of the Association. If there is no annual PID budget period, the fiscal year of the Association will be a calendar year.

10.3 Owner Information. Except for those Owners who purchase Lots from Developer, any Person, on becoming an Owner of a Lot, must furnish to the Association a true and correct copy of the original of the recorded instrument vesting that Person with an interest or ownership in the Lot. A Person will not be deemed to be a Member in Good Standing or be entitled to vote at any annual or special meeting of Members unless this requirement is first met. Each Owner must furnish to the Association written notice of an address for receiving notices pursuant to the Association Documents. Each Owner must notify the Association in writing of the name and address of all Persons occupying any Lot in which the Owner has an interest. It is the responsibility of the Owner and any occupant of a Lot to keep the required information current and to advise the Association of any changes. Absent any other written notice, notices to an Owner may be sent to the street address of the Lot owned by such Owner.

10.4 Abatement and Enjoinment of Violations by Owners. The breach of any provision in the Association Documents will give the Board and its agents the right, in addition to any other rights set forth in the Association Documents:

(a) to enter the Lot in which, or as to which, the violation or breach exists and to summarily abate and remove, at the expense of the defaulting Owner, any person, structure, thing, or condition that may exist contrary to the intent and meaning of the Association Documents, and the Board and its agents will not be deemed guilty in any manner of trespass; and to expel, remove, and put out, using such force as may be necessary in so doing without being liable to prosecution or any damages therefor; and,

(b) to enjoin, abate, or remedy by appropriate legal proceedings the continuance of any breach.

## Article 11

### Books and Records

The books, records, and papers of the Association will always be available for inspection by any Member during reasonable business hours. Copies of the Association Documents may be purchased at reasonable costs.

## Article 12

### Conflicting or Invalid Provisions; No Waiver of Rights

12.1 Conflicts. Notwithstanding anything contained herein to the contrary, should all or part of these Bylaws be in conflict with the Texas Nonprofit Corporation Act or any other Texas law, such Act or law will control. Should any part of these Bylaws be invalid or inoperative for any reason, the remaining parts, so far as is possible and is reasonable, will be valid and operative.

12.2 No Waiver of Rights. The omission or failure of the Association or any Member to enforce the Association Documents will not constitute or be deemed a waiver, modification, or release thereof, and the Association will have the right to enforce the same thereafter.

12.3 Nonprofit. The Association is a nonprofit corporation, without capital stock, organized solely for the purposes specified in Section 3.1. No part of the net income of the Association will inure to the benefit of any Member or individual and no dividend will be paid and no part of the income of the Association will be distributed to its directors or officers. No Member, member of the Board, officer, or person from whom the Association may receive any property or funds will receive or will be lawfully entitled to receive any pecuniary profit from the operation thereof, and in no event will any part of the funds or assets for the Association be paid as salary or compensation to, or distributed to, or inure to the benefit of any member of the Board, officer, or Member; but:

(a) a reasonable compensation may be paid to any Member, director, or officer while acting as an agent or employee of the Association for services rendered in effecting one or more of the purposes of the Association; and,

(b) any Member, director, or officer may, from time to time, be reimbursed for his actual and reasonable expenses incurred in connection with the administration of the affairs of the Association.

12.4 No Loans. No loans will be made by the Association to its officers and directors, and any director voting for or assenting to the making of any loan, and any officer participating in the making thereof, will be jointly and severally liable to the Association for the amount of the loan until repayment thereof.

## Article 13

### Amendments

These Bylaws may be altered, amended, or repealed at any meeting of the Members by a Majority Vote of the Members, but until the Conversion Date, no alteration, amendment, or repeal of these Bylaws will be effective without the written approval of Declarant. If it is intended that these Bylaws be altered, amended, or repealed at a special meeting of the Members, notice of such proposed action must be contained in the notice of special meeting.

## Article 14

### Committees

14.1 Establishment of Committees. The Board may adopt a resolution establishing one or more committees delegating specified authority to a committee, and appointing or removing members of a committee. A committee shall include one or more directors and may include persons who are not directors. A committee shall consist of at least three (3) and no more than five (5) members. If the Board delegates any of its authority to a committee, the majority of the committee shall consist of directors. The Board may establish qualifications for membership on a committee. The Board may delegate to the president its power to appoint and remove members of a committee that has not been delegated any authority of the Board. The establishment of a committee or the delegation of authority to it shall not relieve the Board, or any individual director, of any responsibility imposed by the Bylaws or otherwise imposed by law. No committee shall have the authority of the Board to:

- (a) amend the articles of incorporation;
- (b) adopt a plan of merger or a plan of consolidation with another corporation;
- (c) authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Association;
- (d) authorize the voluntary dissolution of the Association;
- (e) revoke proceedings for the voluntary dissolution of the Association;
- (f) adopt a plan for the distribution of the assets of the Association;
- (g) amend, alter, or repeal the bylaws;
- (h) elect, appoint, or remove a member of a committee or a director or officer of the Association;
- (i) approve any transaction to which the Association is a party and that involves a potential conflict of interest as defined in paragraph 7.04, below; or
- (j) take any action outside the scope of authority delegated to it by the Board.

14.2 Authorization of Specific Committees. There shall be the following committees: Architectural Review, Bylaws, Deed Restriction Enforcement, Nominating, Neighborhood Action, and Website Development Committees. The Board shall define the activities and scope of authority of each committee by resolution.

14.3 Term of Office. Each member of a committee shall continue to serve on the committee until the next annual meeting of the members of the Association and until a successor is appointed. However, the term of a committee member may terminate earlier if the committee is terminated or if the member dies, ceases to qualify, resigns, or is removed as a member. A vacancy on a committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a committee shall serve for the unexpired portion of the terminated committee member's term.

14.4 Chair and Vice-Chair. One member of each committee shall be designated as the chair of the committee and another member of each committee shall be designated as the vice-chair. The chair and vice-chair shall be appointed by the president of the Association. The chair shall call and preside at all meetings of the committee. When the chair is absent, is unable to act, or refuses to act, the vice-chair shall perform the duties of the chair. When a vice-chair acts in place of the chair, the vice-chair shall have all the powers of and be subject to all the restrictions upon the chair.

14.5. Notice of Meetings. Written or printed notice of a committee meeting shall be delivered to each member of a committee not less one (1) or more than ten (10) days before the date of the meeting. The notice shall state the place, day; and time of the meeting, and the purpose or purposes for which the meeting is called.

14.6. Quorum. One half of the number of members of a committee shall constitute a quorum for the transaction of business at any meeting of the committee. The committee members present at a duly called or held meeting at which a quorum is present may continue to transact business even if

enough committee members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of committee members required to constitute a quorum. If a quorum is present at no time during a meeting, the chair may adjourn and reconvene the meeting one time without further notice.

14.7. Actions of Committees. Committees shall try to take action by consensus. However, the vote of a majority of committee members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the committee unless the act of a greater number is required by law or the bylaws. A committee member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the act of the committee.

14.8. Proxies. A committee member may vote by proxy executed in writing by the committee member. No proxy shall be valid after two months from the date of its execution.

14.9. Rules. Each committee may adopt rules for its own operation not inconsistent with the bylaws, the Colonies Master Declaration, Texas law or with rules adopted by the Board.

14.10 Meetings by Telecommunications. Committee members may participate in and vote at any meeting of the Committee through the use of a conference telephone, video conferencing system, emails to the chair or vice-chair or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meetings shall constitute attendance and presence in person at the meeting of the person or persons so participating.

14.11 Voting Procedures. Voting in elections for any matters brought before the Committee may be by electronic ballot, by mail or in person. If voting by electronic ballot or mail, voting may be initiated at any time. If voting is in-person, voting may be by voice unless the chair or vice-chair shall order or any committee member shall demand that voting be by ballot. Acceptance of votes shall be in accordance with the applicable provisions of this **Article 14**, and for electronic voting; the signatory requirement may be in the form of an email response from the committee member. Committee members shall not use Association-sponsored forum communication vehicles or medium (e.g., the Association's web site) to solicit support for or pre-announce voting preferences on any matter to be voted on at a meeting or to transmit any part of a ballot except as may be specified in the voting instructions provided with each ballot.

Dated the 15<sup>th</sup> day of November, 2011.

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\_\_\_\_\_, Secretary