



APACHE SHORES PROPERTY OWNERS ASSOCIATION
14919 General Williamson Drive Austin, Texas 78734
Office: (512) 266-2719 Fax: (512) 266-3910

BYLAWS

ARTICLE I

MEMBERS

SECTION 1 - MEMBERS: The Membership of the Apache Shores Property Owners Association, Inc. (The "Association") shall consist of all the persons or legal entities owning in fee simple, or purchasing under contracts for sale, property in Apache Shores, a subdivision of Travis County, Texas. As between the holder of fee simple title to any lot and the holder of a contract for deed to such lot, the holder of the contract for deed shall, upon providing a copy of such contract for deed to the Association, be considered as the owner of such lot and thereby eligible to be a Member for purposes of these Bylaws, except where such contract for deed provides otherwise. In the event of uncertainty or a dispute regarding rights to membership, the Association shall be entitled to rely on tax records in ascertaining ownership for voting purposes. The owners of any lot that is jointly owned shall together constitute one (1) Member, and shall together be entitled to cast one undivided vote in any matter requiring approval of the Membership. Members who have paid to a current status the annual maintenance charges, special assessments, fines and other fees and charges assessed against the lot or its owners will be entitled to exercise all privileges of Membership, including being eligible to vote and entitled to use all amenities and services provided by the Association. Members who are delinquent in paying any of the annual maintenance charges, special assessments, fines and other fees and charges assessed against the lot or its owners will be classified by the Secretary of the Association as "Ineligible Members" and will not be entitled to exercise such privileges of Membership while so classified.

SECTION 2 - ANNUAL MEETING: The Annual Meeting of Members shall be held during March at a date set by the Board of Directors. Any business, including the election of Directors and Officers, may be transacted at the Annual Meeting, except as otherwise provided by law or by the Bylaws.

SECTION 3 - SPECIAL MEETING: A Special Meeting of Members may be called at any time by the Members of the Association having not less than one tenth of the vote entitled to be cast at such meeting, or by the Board of Directors, or by the President. Only such business shall be transacted at a Special Meeting as may be stated or indicated in the notice of such meeting.

SECTION 4 - PLACE: Unless otherwise specified in the notice of each meeting, each meeting of Members shall be held at the Apache Shores Subdivision, Austin, Texas.

SECTION 5 - NOTICE: Written or printed notice stating the place, day and hour, and in the case of a Special Meeting, the purpose or purposes for which the Meeting is called, shall be sent not less than ten (10) nor more than fifty (50) days before the date of the Meeting, either personally or by mail, by or at the direction of the President, or the Secretary, or the Officers or persons calling the Meeting, to each Member of record as of the 15th day prior to the month when notice is mailed to the most recent address of such Members according to the records of the Association.

SECTION 6 - QUORUM: Except as otherwise required by law, the Articles of Incorporation or by these Bylaws, Members holding ten percent (10%) of the votes entitled to be cast, present in person or by ballot, shall constitute a quorum. The act of a majority of the Members present at any meeting at which a quorum is present shall be the act of the Membership unless the vote of a greater number is required by law, the Articles of Incorporation, or the Bylaws. The Members present at any meeting, when less than a quorum is present, may recess the meeting, and if the meeting is later reconvened, any business may be transacted at the reconvened meeting which could have been conducted at the earlier meeting. No notice of adjournment, other than announcement at the meeting, need be given.

SECTION 7 - VOTING: At each meeting, Members who are current in their payment of all annual maintenance charges, fees, dues, assessments or other amounts properly levied and imposed by the Association or which may, by operation of law, be due to the Association, shall be entitled to one vote each and may vote in person or by ballot as provided in these Bylaws in Section 8 of Article I. Each Member shall have only one vote regardless of the number of lots owned. Amounts owed to the Association must be paid prior to the closing of the voting roll. The Board shall provide by rule for the closing of the voting roll at a day and time prior to the call to order of the meeting.

SECTION 8 - BALLOTS: A Member who is eligible to vote at a meeting of the Members may vote in person or by written ballot executed by the Member. No proxy voting of members shall be allowed. A written ballot must be in the form promulgated by the Board and may be voted only: (a) For or against a proposed assessment; (b) For or against a proposed annual budget; (c) For or against a proposed Bylaw Amendment; or (d) For the election of Directors. A ballot must specifically identify the proposed item upon which a vote is being taken and indicate whether the Member wishes to vote in favor of or in opposition to each such item. Ballots must be signed by the Member and presented to the Board or its designated agent prior to such use in the meeting. The Board shall by rule provide for reasonable deadlines prior to a prospective Members' Meeting, for the submission of ballots, for the designation of an independent agent to receive and tabulate such ballots and for general procedures for the use and voting of ballots both prior to and during a Members' Meeting which are not in conflict with these Bylaws.

SECTION 9 - ELECTION OF DIRECTORS AND OFFICERS: At each election for Directors and Officers, every Member entitled to vote at such election shall have the right to vote, in person or by ballot, for as many persons as there are Directors or Officers to be elected. At the discretion of the Board of Directors, the election of the Directors and Officers may be conducted by mail.

SECTION 10 - OFFICERS: The President shall preside at and the Secretary shall keep the records of each meeting of Members, and in the absence of both, his or her duties shall be performed by a Director appointed by the other Directors.

SECTION 11 - ELECTION PROCEDURE:

This policy is based on the Apache Shores Property Owners Association (ASPOA) Bylaws, and any disputes between members of ASPOA regarding this policy shall be resolved within the four corners of the ASPOA Bylaws.

1. The ASPOA Board of Directors then in office shall decide dates, deadlines, closing of voting roles, and assignment of tasks and duties for all election proceedings.
2. Article 1 Section 1 of the ASPOA Bylaws shall define members.

3. All members shall be notified of pending elections not less than 10 or more than 50 days prior to the date of the election.
4. Members shall receive candidacy forms not less than 50 nor more than 90 days prior to the election. Said forms shall include declaration of candidacy, candidacy requirements, fill-in blanks for candidate data, submission instructions for faxing and mailing, and a deadline date for receipt of declaration in ASPOA offices. Candidates are required to confirm their placement on the ballot prior to the deadline noted on the candidacy form.
5. Ballots shall include ballot items, date, meeting place, time of the election, and instructions on how and where to send mail-in ballots.
6. All members shall be provided a ballot. Ballots shall meet the requirements of Article 1 Section 8 of the ASPOA Bylaws. Ballots cannot be faxed or duplicated.
7. Only members who have paid to current status their annual maintenance fees and all other fees owed, prior to the payment deadline, and who have been certified by the Secretary of the Association as eligible to vote in the ASPOA elections shall be allowed to cast their vote.
8. In the event of uncertainty or dispute regarding rights to membership, the Association shall be entitled to rely on current Travis County tax records in ascertaining ownership for voting purposes. The election judge in accordance with the Bylaws will resolve disputes regarding a ballot.
9. Each member shall have only one vote regardless of the number of lots owned. Spouses and other joint owners or tenants shall constitute one member. If spouses each own different lots in the Apache Shores subdivision as separate (non-community) property, each spouse shall be a Member and entitled to one (1) vote apiece.
10. All ballots must be signed by the member and include the printed name to be reviewed for eligibility and tabulation. Votes cast by members of the ASPOA shall remain private once eligibility is determined, the signature portion shall be folded upon itself and sealed by the election judge.
11. All ballots must be mailed to the election judge or cast in person at the Annual Meeting. Ballots mailed or delivered to the ASPOA office will not be counted.
12. Executed ballots shall be tabulated exclusively by an independent agent, election judge, hired by the Association Board of Directors exclusively for the purpose of election tabulation. The tabulation official shall be without interest in the Apache Shores subdivision.
13. Excluding officers of the corporation, ASPOA members shall not contact, communicate with, threaten, or otherwise harass the appointed tabulation official. Submission of a ballot or a written protest shall not be considered a form of harassment provided no threatening statements are printed on the ballot or protest.
14. Each election shall require a quorum of members voting as defined by Article 1 Section 6 of the ASPOA Bylaws, and the appointed tabulation official shall determine the existence of the requirements for a quorum

ARTICLE II

BOARD OF DIRECTORS

SECTION 1 - NUMBER AND TERM OF OFFICE: The business and property of the Association shall be managed and controlled by the Board of Directors (each of whom shall be a Member of the Association), and subject to the restrictions imposed by law, by the Articles of Incorporation, or by these Bylaws, they may exercise all the powers of the Association. The number of Directors shall be eleven (11), but the number of Directors may be increased or decreased (provided that such decrease does not shorten the term of any incumbent Director) from time to time by vote of the Members at any Annual or Special Meeting of the Membership, provided that the number of Directors shall never be less than three.

Each Director shall hold office for two years from the date of the Annual Meeting during which such Director is elected. The terms of five (5) members of the Board of Directors shall commence on the day of the Annual Meeting for even numbered years and the terms of the remaining six (6) members shall commence on the day of the Annual Meeting for odd numbered years. Any Director may be removed from office by a two-thirds vote of all the Members of the Association. If a Director fails to attend any three consecutive directors meetings without a reasonable excuse approved by a majority of the Directors, such Director shall be considered automatically resigned from the Board.

Any vacancy occurring in the Board of Directors by reason of resignation, death, termination of membership in the Association, or physical or mental disability, or in accordance with ARTICLE IV. SECTION 6 of the Bylaws, may be filled by the affirmative vote of a majority of the Directors then in office and present at such meeting of the Board, even though less than a quorum of the Board of Directors. A Member appointed to fill a vacant position on the Board of Directors shall serve out the un-expired term of the director being replaced. No Director may resign their position to fill another vacated position.

SECTION 2 - MEETING OF DIRECTORS: The Directors may hold their meetings and may have an office and keep the books of the Association, except as otherwise provided by statute, in such place or places in the State of Texas, or outside the State of Texas, as the Board of Directors may from time to time determine.

SECTION 3 - FIRST MEETING: Each newly elected Board of Directors may hold its first meeting for the purpose of organization and the transaction of business, if a quorum is present, immediately after the Annual Meeting of the Membership, and no notice of such meeting shall be necessary.

SECTION 4 - REGULAR MEETINGS: Regular meetings of the Board of Directors shall be held at such times and places as shall be designated, from time to time, by resolution of the Board of Directors. Notice of such regular meeting shall not be required.

SECTION 5 - SPECIAL MEETINGS: Special Meetings of the Board of Directors shall be held whenever called by the President, by the Secretary or by a majority of the Directors then in office. The Secretary shall give notice of each Special Meeting at least two (2) days before the meeting to each Director. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a Special Meeting. At any meeting at which every Director shall be present, even though without any notice, any business may be transacted.

SECTION 6 - QUORUM: A majority of the Directors fixed by these Bylaws in Article II, Section 1, shall constitute a quorum for the transaction of business, but if at any meeting of the Board of Directors there be less than a quorum present, a majority of those present may adjourn the meeting from time to time. The act of a majority of the Directors present at a meeting at which a quorum is in attendance shall constitute the act of the Board of Directors, except as otherwise provided by law, by the Articles of Incorporation or by these Bylaws.

SECTION 7 - ORDER OF BUSINESS: At meeting of the Board of Directors, business shall be transacted in such order as from time to time the Board may determine. At all meetings of the Board of Directors, the President shall preside, and in the absence of the President, a chairman shall be chosen by the Board from among the Directors present. The Secretary of the Association shall act as Secretary of all meetings of the Board of Directors, but in the absence of the Secretary, the presiding Officer may appoint any person to act as Secretary of the Meeting.

SECTION 8 - COMPENSATION: Directors as such shall not receive any salary or compensation for their services, other than reimbursement of expenses incurred on Association business and approved by the Board of Directors.

SECTION 9 - EXECUTIVE COMMITTEE: The Board of Directors may, by resolution passed by a majority of the whole Board, designate two or more Directors to constitute an executive committee, which committee, to the extent provided in such resolution, shall have and may exercise all of the authority of the Board of Directors in the business and affairs of the Association except where action of the Board of Directors is specified by statute. The executive committee shall act in the manner provided in such resolution. The executive committee so designated shall keep regular minutes of the transactions of its meeting, and shall cause such minutes to be recorded in books kept for that purpose in the office of the Association, and shall report the same to the Board of Directors from time to time.

E-mail voting by the Board to obtain emergency approval for time-sensitive projects or expenditures is allowed. The request must allow a 3-day response deadline, a quorum of directors must vote, and a majority of the board must approve the emergency motion. The motion must be entered into the business of the next board meeting, and the official results of the e-mail vote must be announced. E-mails that reflect a vote must be entered into the minutes of that board meeting.

ARTICLE III

OFFICERS

SECTION 1 - TITLES AND TERMS OF OFFICE: The Officers of the Association (who shall be Members of the Association) shall be a President, who shall be a Director, one or more Vice Presidents, a Secretary, and a Treasurer, and such other Officers as the Board of Directors may from time to time elect or appoint. One person may hold more than one office, except that the President shall not hold the office of Secretary. Each Officer shall hold office for the term of two years and until his successor shall have been elected and qualified. All Officers shall be subject to removal, with or without cause, at any time by vote or two-thirds of all the Members of the Association voting in person or by ballot at any Annual or Special Meeting. A vacancy in the office of any Officer by reason of resignation, death, termination of Membership in the Association, or physical or mental disability, shall be filled by vote of a majority of the Directors.

SECTION 2 - POWERS AND DUTIES OF THE PRESIDENT: The President shall be the Chief Executive Officer of the Association, and subject to the Board of Directors, he shall be in general charge of the properties and affairs of the Association; he shall preside at all meetings of the Membership and of the Board of Directors.

SECTION 3 - VICE PRESIDENT: Each Vice President shall have such powers and duties as may be assigned to him by the Board of Directors and shall exercise the powers of the President during that Officer's absence or inability to act. Any action taken by a Vice President in the performance of the duties of the President shall be conclusive evidence of the absence or inability to act of the President at the time such action was taken.

SECTION 4 - TREASURER: The Treasurer shall have custody of all funds and securities of the Association which come into his hands. When necessary or proper, he may endorse, on behalf of the Association, for collection, checks, notes, and other obligations and shall deposit the same to the credit of the Association in such bank or banks or depositories as shall be designated in the manner prescribed by the Board of Directors; he may sign all receipts and vouchers for payments made by the Association, either alone or jointly with such other Officers as designated by the Board of Directors; whenever required by the Board of Directors, he shall enter or cause to be entered regularly in the books of the Association to be kept by him for that purpose, full and accurate accounts of all moneys received and paid out on account of the Association; he shall perform all acts incident to the position of Treasurer subject to the control of the Board of Directors; he shall, if required by the Board of Directors, give such bond for the faithful discharge of his duties in such form as the Board of Directors may require.

SECTION 5 - SECRETARY: The Secretary shall keep the minutes of all meetings of the Board of Directors and the minutes of all meetings of the Membership in books provided for that purpose; he shall attend to the giving and serving of all notices; he shall have charge of the corporate books, records, documents and instruments, except the books of account and financial records and securities of which the Treasurer shall have custody and charge, and such other books and papers as the Board of Directors may direct, all of which shall at all reasonable times be open to the inspection of any Director upon application at the office of the Association during business hours; and he shall in general perform all duties incident to the Office of Secretary subject to the control of the Board of Directors.

SECTION 6 - COMPENSATION: Officers as such shall not receive any salary or compensation for their services.

ARTICLE IV

MISCELLANEOUS PROVISIONS

SECTION 1 - DUES: The annual maintenance fee as established in the Declaration of Restrictions for each section of the Subdivision (the "Declarations") is \$35.00 per Lot, unless this amount is changed by amendment of the Declarations in which event such fee shall be the amount established in such amended Declarations. In addition to the annual maintenance fees, the Board may propose Designated Assessments for specific purposes which each must be specified and approved by a majority vote of the Board and thereafter approved by a majority vote of the Members in attendance, in person or by ballot, at an annual or special meeting of the Members. The lien in favor of the Association securing the payment of the annual maintenance fee and Designated Assessments shall be subordinate to the duly recorded lien of any first mortgage. The personal obligation of each Member to pay for annual maintenance fees and Designated Assessments assessed against a lot or lots owned by such Member shall pass to successors in title.

SECTION 2 - FISCAL YEAR: The fiscal year of the Association shall be as determined by the Board of Directors.

SECTION 3 - SEAL: The Association shall not have a seal.

SECTION 4 - NOTICE AND WAIVER OF NOTICE: Whenever any notice whatever is required to be given under the provisions of these Bylaws, said notice shall be deemed to be sufficient if given by depositing the same in a post office box in a sealed postpaid wrapper addressed to the person entitled thereto at his post office address, as it appears on the books of the Association, and such notice shall be deemed to have been given on the day of such mailing. A waiver of notice, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

Unless otherwise restricted by the Articles of Incorporation or by these Bylaws, Members, members of the Board of Directors or members of any committee designated by the Board of Directors may participate and hold meetings by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting by a Member or by a member of the Board of Directors shall constitute presence in person at such meeting except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

SECTION 5 - RESIGNATIONS: Any Director, Officer or member of a committee may resign at any time. Such resignations shall be made in writing and shall take effect at the time specified therein, or if no time be specified, at the time of its receipt by the President or the Secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

SECTION 6 - LEGAL ACTIONS: The Board of Directors has the authority of the Membership to bring legal action on behalf of the Association against any and all violations of the deed restrictions, or failure to pay membership and maintenance fees, and failure to abide by health and safety rules. A legal action to enforce the deed restrictions must be approved by a two-thirds vote of the members of the Board then in office prior to initiation thereof, provided such Members have been notified by mail of such failure to pay such fees required or such failure to abide by deed restrictions, and that legal action will be taken if the situation is not corrected within the time limit set forth in the notice. In the event that such legal action is required, the Board shall present a full report of such action at the next meeting of the Membership.

SECTION 7 - DISASSOCIATION: In the event the Association is dissolved for any reason, the assets of the Association shall be by the owners of lots of Apache Shores Subdivision, in Travis County, in the State of Texas in undivided interests based on one portion for each lot owned. Such ownership shall be appurtenant to lot ownership, inseparable for the same and shall pass with tile to the lot.

SECTION 8 - COMMON AREAS: The lots used as common areas and owned by the Association may not be mortgaged or conveyed without the consent of at least two thirds of all the Members of the Association then eligible to vote.

SECTION 9 - CHARGES AND FEES: The Board shall have the authority to: (a) Enact reasonable late charges for the late payment of maintenance fees, designated assessments and other charges owed by Members to the Association; (b) Assess costs of collection, including legal fees, incurred in attempting to collect fees, assessments and other amounts owed by a Member to the Association against such Member; and (c) Enact reasonable service fees for the performance by the Association of administrative tasks such as review of building plans and filing and release of liens.

SECTION 10 - RULES AND REGULATIONS: Pursuant to applicable statutory provisions including Section 2.101 of the Texas Business Organizations Code and Article 1396-2.02(A) of the Texas Non-Profit Corporation Act, the Board shall have the authority to enforce, supervise, put into effect, and otherwise carry out the restrictions pertaining to the properties situated in the various sections of the Apache Shores subdivision: to enact fines which may be imposed upon Members for violations of such rules and regulations: to consent, approve, grant permission and otherwise perform all such functions and do any and all things that may be permitted or required by the restrictions pertaining to said subdivision: to promote and supervise the beautification, care, maintenance and upkeep of said subdivision: and, to otherwise promote harmonious relations among the residents of said subdivision: to own, operate and maintain facilities and roadways located in said subdivision: generally to carry out any other purpose in connection with the foregoing and to have and exercise all the powers conferred by the laws of the State of Texas upon non-profit corporations formed under the Texas Non-Profit Corporation Act: and to do any and all other things set forth above to the same extent as natural persons might or could do. Members who violate such rules and regulations shall be liable for the Association's reasonable legal fees and costs incurred in enforcing such rules and regulations.

SECTION 11 - GARBAGE COLLECTIONS CONTRACTS: In addition to the other powers granted to the Association by law or in accordance with the Declarations for each section of the Subdivision, the Association, acting by and through the vote of the majority of the members of the Board of Directors, has the authority to enter into contract with providers of services to pick up trash and other waste (other than toxic wastes and environmental hazards, as those terms are defined by Federal and State of Texas statutes, which shall remain the responsibility of the Members of the Association and the occupants of the Lots), as the irrevocable agent and as the irrevocable attorney in fact of each Member of the Association, which contracts shall be binding on and inure to the benefit of each Member of the Association, their successors and assigns. The terms of the contract shall be left to the discretion of the majority of the members of the Board of Directors. Each property owner with an improved lot that has water service shall be responsible to pay to the provider of the services to pick up trash, the compensation agreed to in the contract negotiated by the Board of Directors, as billed directly to each property owner with an improved lot that has water service.

ARTICLE V

AMENDMENTS

These Bylaws may be altered, amended or repealed by the affirmative, majority vote of the Members voting in person or by ballot at any annual or special meeting of the Members where notice of the proposed alteration, amendment or repeal is contained in the notice to Members of such meeting.

ARTICLE VI

PROTECTION OF OFFICERS, DIRECTORS AND EMPLOYEES

SECTION 1 - INDEMNIFICATION: The Association shall indemnify any Director or Officer or former Director or Officer of the Association, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit, or proceeding, whether civil or criminal, in which he is made a party by reason of being or having been such Director or Officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. The Association shall also reimburse any such Director or Officer or former Director or Officer or any such person serving or formerly serving in the capacities set forth in the first sentence above at the request of the Association for the reasonable cost of settlement of any such action, suit or proceeding, if it shall be found by a majority of the Directors, whether or not a quorum, not involved in the matter in controversy that it that it was in the best interest of the Association that such settlement be made, and that such Director or Officer or former Director or Officer or such person was not guilty of negligence or misconduct in performance of duty.

SECTION 2 - EXPENSES ADVANCED: The Association may pay in advance any expenses which may become subject to indemnification if the Board of Directors authorizes the specific payment, and the person receiving the payment agrees in writing to repay if it is ultimately determined that he is entitled to indemnification by the Association.

SECTION 3 - INSURANCE: The Association may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Association for any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under these Bylaws or the laws of the State of Texas.


SECTION 4 - OTHER PROTECTION OR INDEMNIFICATION: The protection and indemnification provided hereunder shall not be deemed exclusive of any other rights to which such Director or Officer or former Director or Officer or such person may be entitled, under any agreement, insurance policy or vote of property owners, or otherwise.

SECTION 5 - PERSONAL BONDING: The Association may purchase personal bonding for any member of the Board of Directors.

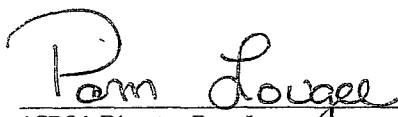
ADOPTED 5/28/1985

AMENDED 5/16/1989	AMENDED 9/30/1989	AMENDED 9/22/1990
AMENDED 4/16/1991	AMENDED 9/10/1991	AMENDED 9/29/1991
AMENDED 9/26/1992	AMENDED 9/24/1994	AMENDED 3/29/1997
AMENDED 7/12/1997	AMENDED 3/25/2000	AMENDED 3/24/2001
AMENDED 4/16/2003	AMENDED 3/28/2009	

Apache Shores Homeowners Association:

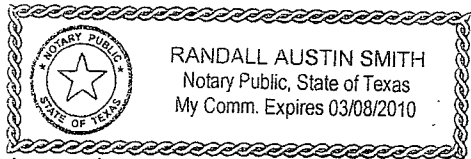


ASPOA Director Kurt Nielsen



ASPOA Director Pam Lougee

Subscribed and sworn to before me by said Kurt Nielsen and Pam Lougee Directors of Apache Shores Homeowners Association, a Texas non-profit corporation, on behalf of such non-profit corporation on this 14th day of August 2009.



State of Texas
County of Travis



Notary Public Signature

FILED AND RECORDED

OFFICIAL PUBLIC RECORDS



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DANA DEBEAUVOIR COUNTY CLERK

TRAVIS COUNTY TEXAS