



## **DRAFT**

**NOTE TO READERS:** As per Texas law, changes to HOA Declarations such as these Bylaws require an approving vote of 67% of property owners to be enacted. It is also recommended that owners view amendments embedded within the current declaration. All amendments to this document, therefore, are annotated in red.

## **DEFINITIONS**

1. "ARC" means Architectural Review Committee.
2. "Annual Meeting " means a mandatory in-person or virtual meeting to transact Association business and is required under TEXAS Property Code 209.
3. "Association" means the association of all lots in the property originally organized as Bedford Estates Homeowners Association, Inc., a Texas nonprofit corporation serving as the "property owners association" as defined in Section 202.001(2) of the Texas Property Code. The failure of the Association to maintain its corporate charter from time to time does not affect the existence or legitimacy of the Association which derives its authority from the Amended and Restated Declaration and Bylaws.
4. "Association Fee" means an amount requested of property owners to cover the operating expenses of the Association, upkeep of communal property and contribution to the Reserve Fund for eventual replacement of communal property such as the perimeter fencing.
5. "Board" means the Board of Directors of the Association, duly elected by property owners of the subdivision, and tasked with overall governance of the Association.
6. "City" means the City of Bedford, Texas in which the Property is located.
7. "Communal Areas" means portions of real property and improvements thereon that are owned and/or maintained by the Association.
8. "Director" means an individual elected by the property owners to serve on the Board.
9. "Documents" means singly or collectively, the Amended and Restated Declaration, the Plat, the Bylaws, the Articles of Incorporation, and the rules of the Association, as any of these may be



amended from time to time. An appendix, exhibit, attachment, or image accompanying a Document is a part of that Document.

10. "General Meeting" means an in-person or virtual meeting called by the Board of Directors to transact Association business where time is crucial and cannot wait until the Annual Meeting.
11. "Lot" means a portion of the Property intended for the independent ownership, on which there is or could be constructed a dwelling, as shown on the Plat. Where the context indicates or required "lot" includes all improvements thereon and any portion of a right-of-way that customarily is used exclusively by and in connection with the lot.
12. "Majority" means more than half.
13. "Member" means a property owner who supports the HOA by paying Association fees
14. "Non-member" means a property owner who chooses not to support the HOA by paying Association fees.
15. "Officers" means those individuals appointed by the Board of Directors to manage the day to day operations of the Association. At a minimum, a President, Vice President, Secretary & Treasurer.
16. "Owner" or "Property Owner" means a holder of a recorded fee simple title to a lot.
17. "Plat" means all plats, singularly and collectively, recorded in the Real Property Records of Tarrant County, Texas and pertaining to Bedford Estates Addition, an addition to the City of Bedford, including all dedications, limitations, easements, and reservations shown on the Plat, as it may be amended from time to time.
18. "Property" means all the land subject to this Declaration and all improvements, easements, rights, and appurtenances to the land. The name of the property (subdivision) is Bedford Estates Addition.
19. "Remodel" means actions performed to modify the exterior dimensions, appearance, or function of an existing property.
20. "Reserve fund" means a separate savings account added quarterly to offset a future Special Assessment.



21. "Residence" means a detached single-family home<sup>1</sup> constructed upon a lot.
22. "Resident" means an occupant of a dwelling/residence, regardless of whether the person owns the lot.
23. "Special Assessment" means an amount charged equally to all property owners to cover large communal property expenses not adequately covered by the HOAs Reserve Fund.

## ARTICLE 1– NAME AND PURPOSE

### 1.1 NAME

The name of the organization shall be the Bedford Estates Homeowners Association, Inc. It shall be a nonprofit organization incorporated under the laws of the State of Texas, filed with the Texas Secretary of State, and known as a 501(C)(4) Section 528 for federal tax purposes.

### 1.2 BOUNDARIES

The boundaries of the Association shall be defined as those properties existing between the northern border of Cheek Sparger Road, the southern border of Cummings Drive, the eastern border of Welwyn Way Drive and Highbury Court and the western border of Buckner Court, Cambridge East and West, Ashbury Court, and Hampton Court

### 1.3 PURPOSE

The purpose of the Association, as per the 1997 Articles of Incorporation of Bedford Estates Homeowners Association, Inc., shall be:

- a) To exercise the rights originally held by North Development Co., Inc., now assigned to the Association.
- b) To protect and enforce covenants and restrictions (CCRs) governing Bedford Estates by considering and acting on issues that affect the livability and quality of the neighborhood.
- c) To provide an open process by which all members may involve themselves in the affairs of the neighborhood.
- d) To inform residents of events or plans affecting the neighborhood to foster community spirit.
- e) To establish and maintain open lines of communication with other organizations such as district coalitions, other neighborhood Associations, and city, county, region, and state government agencies.

---

<sup>1</sup> No common walls; no shared property; direct access to the street; one set of utilities



- f) To maintain ~~common~~ communal areas of Bedford Estates, such as entrances and the Cummings Drive frontage.
- g) For such other purposes as approved by the Board of Directors or ~~membership~~ property owners.

The Association is not a political organization; therefore, it is understood that the Association will not endorse, or in any way be involved with any political party or office.

## ARTICLE 2 – MEMBERSHIP/~~FEES~~/ASSESSMENTS/~~VOTING~~

### Section 2.1: MEMBERSHIP ~~REQUIREMENTS~~

Any property owner ~~is considered a member in the Association. Members in good standing pay the annual Association fees.~~ are members in the Association. However, only members in good standing shall have the right to vote on matters brought before the membership. Each household shall ~~cast one (1) vote.~~

### 2.2 ~~MEMBERSHIP DUES~~ ASSOCIATION FEES:

~~A member in good standing shall remain a member in good standing if current dues and assessments have been paid. Each member shall pay the Association fee established by the Board of Directors and voted in place by a majority of members present at an annual membership meetings. Dues for a given calendar year are due and collectible by January 1, the beginning of the Association's fiscal calendar year.~~

Association fees are currently voluntary. They can only be lowered, raised and/or made mandatory by a vote of 67% of property owners by ballots accessed via the Association's website, mailed, or emailed and signed by the property owner.

- A proposed annual budget is prepared by the Association Treasurer based on past and projected expenses and income and provides for the day to day operations of the Association, the upkeep of communal property and sponsored events.
- Currently, 25% of fees collected are placed in a Reserve Fund to offset the cost of future replacement of communal property and to lower projected Special Assessments.
- The budget is submitted to the property owners for ratification at an in-person or virtual annual meeting before the end of the current fiscal year and a ballot can be accessed via the Association website, mailed, or emailed. A simple majority is necessary for approval.



- Fees are due on January 1st of the fiscal year although an annual campaign is conducted in the first quarter via mail and email to encourage participation.
- Fees can be paid online at the Association website or mailed to the Association's Treasurer.
- Voluntary donations are accepted at any time.

### **2.3 MEMBERSHIP-ASSESSMENTS:**

Any assessments shall be subject to an approving vote of at least two-thirds (67%) of the membership present at a membership meeting (2/3) the ~~property of property owners~~ by ballots accessed via the Association website, mailed, or emailed and signed by the property owner. or The purpose for the assessment shall be made known to each property owner 30 days member household prior to the voting. next membership meeting. The purpose and Results of the vote of the membership shall be recorded in the meeting minutes, made available on the Association website, and all property owners notified via mail and/or email.

### **2.4 MEMBERSHIP-ASSOCIATION YEAR:**

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

### **2.5 TERMINATION OF MEMBERSHIP**

Membership in the Association is automatically terminated at the Act of Sale of a residence within Bedford Estates. the Association Association fees dues will be prorated for the property owner that sells the property and for the new homeowner-owner once residency has been established. The balance will be returned to the selling property owner within five days of the agreed upon prorated amount.

### **2.6 VOTING**

- Voting by a property owner on Association business is not dependent on payment of Association Fees or assessments.
- Each address shall cast one vote regardless of how many persons reside at that address.
- It is not mandatory that the property owner reside in Bedford Estates.
- Renters cannot vote.

## **ARTICLE 3 – DIRECTORS/OFFICERS/DUTIES**

<https://guides.sll.texas.gov/property-owners-associations/board-of-directors>



### 3.1 TITLES AND ELIGIBILITY

- **Directors** (also referred to as Board Members). Directors are elected by the property owners by ballot accessed via the Association website, mailed or emailed and signed.
- Election is by simple majority.
- Directors attend Board meetings and are each entitled to vote on issues before the Board and have equal rights and preferences.
- It is not required that all Board members live in Bedford Estates.
- Two Directors cannot live at the same residence while serving on the Board.
  
- **Officers** are not elected by the property owners; they are appointed by the Board of Directors, often from amongst themselves.
- Officers are people who have a specific job title – usually President, Vice President, Secretary and Treasurer and can be removed by the Board.
- Other Officers and positions can be created or abolished by the Board as needed.
- A person can be an Officer without being a director.
- Officers are not required to reside in Bedford Estates.

~~The Officers of the Association shall be the President, Vice President, Treasurer, Secretary, Immediate Past President, and Neighbor Relations Chairperson.  
Only members in good standing shall be eligible for election to an office.~~

### 3.2 TERMS OF OFFICE

The elected terms of each Director shall be two years. **The appointed term of each officer shall be one year.** ~~Neither and each officer shall be two (2) years. An officer and shall not exceed 8 consecutive years in any one position.~~

### 3.3 OFFICER-REMOVAL

~~Any Officer-Director may be removed by a simple majority vote of the property owners members of the Association (excluding the Officer-Director to be removed) either during a specially called in-person Association meeting or via a mailed or emailed and signed ballot. Officers may be removed by a majority vote of the Board.~~

### 3.4 OFFICER-VACANCY

A vacancy in any ~~office~~ **position** due to resignation, removal or death shall be filled by a vote of the Board not later than the first regular meeting of the Board following the vacancy or as soon as



possible. The Board must delegate the duties of a vacant ~~office~~ **position** to one or more Directors until the position has been filled.

### **3:5 DUTIES<sup>2</sup> OF OFFICERS**

#### **3.5.1 Directors**

The Board of Directors shall provide the governance required to:

- Protect, administer, and obtain compliance with the covenants and restrictions governing any part of the subdivision
- Foster community spirit
- Promote the health, safety, welfare, and better living of the residents and other owners of property in the subdivision
- Provide for the management, maintenance, preservation, beautification and disposition of certain communal areas and other property and improvements in and adjacent to said subdivision.
- Select and assign duties to Association officers to implement these obligations.
- Maintain the communal areas/elements of the community
- Ensure compliance with the governing documents i.e., Bylaws and CCRs
- Conduct the financial business of the Association

#### **3.5.2 Officers**

The President shall be the chief officer of the Association. ~~and shall act as the chair of the Board.~~  
The President shall:

- Prepare the agenda for Board and owner meetings
- Preside at all Board and owner meetings
- Represent the position of the Board and the interests of the Association
- Act as spokesperson for the Association
- Serve as the public contact for the Association
- Have the power to call special meetings of the Board and appoint ad hoc committees as needed.
- Vote only in the event of a tie vote of the Board of Directors.
- Be an authorized signature for the established checking account in the event the Treasurer is not available.

---

<sup>2</sup> Since the Board can change/assign specific duties as needed, more detailed duties can be found with the current organization chart on the Association's website.



- Have the authority to approve expenditures of two hundred dollars (\$200) above the line-item expenditure as stated in the current year budget.

~~Past President shall:~~ (POSITION ELIMINATED) It is assumed that all outgoing officers will provide a smooth transition to the incoming officer.

- ~~Bring the incoming President up to date on all BEHA Association matters as needed and be responsible for oversight of neighborhood events. The Past President shall: solicit input from residents on ideas for community hospitality events (entire neighborhood); solicit input from the Zone Delegates Committee for events for their specific zone; create and maintain the annual calendar of events and submit to the Secretary for publication; provide oversight for each event; and submit a budget to the Board for approval each calendar year.~~

The Vice-President shall:

- Perform the duties of the President in his/her absence, when requested and in the event of removal or resignation of the President from office, the President's change of residence out of Bedford Estates, or the death of the President.
- Assist the president in the discharge of all duties.
- Chair the Architectural Review Committee.
- Seek resolution of any infractions to the Covenants, Conditions and Restrictions.
- **Coordinate amendments to the CCRs and Bylaws with the Board of Directors**

The Secretary shall:

- **Record the minutes of all Board and in-person Association meetings.**
- **Distribute the minutes to all Board members for approval and/or amendments**
- **Forward completed minutes to Communications Committee Chair for posting to website**
- **Schedule meeting space for off-site Association meetings**
- ~~and maintain minutes of membership and Board meetings~~
- ~~Assist the President with correspondence of the Association~~
- ~~Maintain non-financial files of the Association~~
- ~~Provide notice of all membership and Board meetings~~
- ~~Authenticate the records of the corporation~~
- ~~maintain current and accurate Board and membership lists; and maintain and update social media associated with the Association. The Secretary shall post minutes of membership and Board meetings on the Association website after approval.~~

The Treasurer shall:





- Have overall responsibility for all the Association's funds and must be authorized to conduct such business.
- Maintain full and accurate accounts of all financial records of the corporation
- Present financial reports as directed by the Board
- Make a financial report for all Board meetings and at the request of the membership property owners or any member of the Board of Directors.
- Pay all bills, notes or checks made in the name of the Association
- Prepare an Annual Budget for the following year ~~following the Annual Meeting.~~
- Present the proposed budget **for approval by property owners at an annual in-person Association meeting or via an emailed or mailed presentation and ballot.**
- **Post annual financial reports to the Association website**
- **Solicit volunteers for and conduct an annual audit and present findings at the next scheduled Board meeting.**
- **Maintain website database by resident information and payment history**

All financial institutions required to conduct the Association's financial business must authorize the Treasurer's signature.

Neighbor Relations Chairperson shall:

- Recruit a Zone ~~Delegate~~ **Ambassador** for each zone of Bedford Estates. ~~The Neighbor Relations Chairperson shall~~
- **With the Zone Ambassador, ensure that all new residents are visited and made aware of the role and authority of the HOA, the Covenants in place, and the recommended Association fees.** ● **Collect names and contact information for new residents and forward to the Treasurer.**
- **Ensure that renters are aware that TX laws allow the HOA to know who residents at each home within Bedford Estates.**
- **If a resident is a renter, obtain the name of the property owner and contact information.**
- ~~act as liaison between the Board of Directors and the Zone Delegates. The President shall specify other duties of the Neighbor Relations Chairperson.~~
- ~~Ensure a Zone Ambassador is in place for each zone in Bedford Estates~~
- ~~Ensure that Zone Ambassadors understand their role~~
- **Provide oversight for HOA Events and Association Communications**
- ~~Coordinate volunteerism and communications between Zone Ambassadors and HOA events~~



- ~~With assigned Zone Ambassador, welcome new residents and create and implement a suitable wagon and zone events~~

The duties of the officers shall not be limited as enumerated above, but they may discharge in addition such duties as are assigned by the ~~Association Membership~~. **Board of Directors.**

### **Section 3.6 OFFICER AUTHORITY**

Unless so authorized, **by in-place Resolutions**, no officer **or Director** shall have any power or authority to bind the Association by any contract or engagement, to pledge its credit, or to render it liable for any purpose or in any amount of money.

The Association shall be ~~managed~~ **governed** by the ~~officers~~ **Directors** so elected **by the property owners and administered by their appointed officers**, with powers consistent with the Articles of Incorporation and these Bylaws of the Association.

## **ARTICLE 4 – LIMITATION ~~ON~~ AND POWERS OF THE BOARD OF DIRECTORS**

### **4.1 NUMBER AND COMPOSITION**

The number of Directors may vary between a minimum of five (5) and a maximum of eleven (11).

### **4.2 FINANCIAL**

The Board of Directors shall at no time expend more money within any one year than the amount of the **Association Fees (dues)** collected within that year and any surplus funds carried over from a previous year.

No single member, officer or Director shall enter into any contractual agreement or otherwise commit the Association without prior approval of the Board of Directors.

The Board of Directors ~~Officers~~ shall have the authority to approve expenditures of one thousand dollars (\$1,000.00) or less beyond the approved annual budget. Higher amounts require a two-thirds (2/3) vote of the ~~membership~~ property owners present at an **in-person Association meeting or via a signed ballot accessed via the Association website, mailed or emailed.**

**The Association has the authority to levy a special assessment on each property owner if the reserve fund is inadequate to cover the expense of maintenance/replacement of communal property.**



The Association has the authority to implement a fines process for violation of the Declarations (CCRs) if mediation is unsuccessful and/or to seek restitution via civil court.

The Association cannot contract for services that will cost more than \$50,000 without soliciting bids or proposals using a bid process established by the Association.

No dividend shall be paid and no part of the income of the Association shall be distributed to its members, officers, or Directors, except as may be permitted under the Texas Nonprofit Corporation Act.

~~The Treasurer is responsible for preparing an Annual Budget for the upcoming fiscal year following the current year Annual Meeting. After Board approval, that budget is presented to the members of the Association for approval at the Annual Meeting.~~ (INCORPORATED INTO TREASURER DUTIES).

~~Annual financial reports shall be prepared by the Treasurer and posted to the Members of the Association on the Association website after approval at an annual meeting.~~ INCORPORATED INTO TREASURER DUTIES.

#### 4.3 COMMITTEES

All activities of the Association not directly handled by the officers shall be delegated to Committees, both Standing and Ad Hoc. The composition, Chairperson, and term of ~~any and~~ all Committees shall be at the pleasure of the President, with the advice and consent of the Board of Directors.

Upon establishment of any committee, the Board shall identify the scope of the committee's authority and duties. ~~and the number of members and approve the committee's membership. A committee budget shall be submitted to the Board for approval before any funds are dispersed.~~

Any committee that **exercises the authority of the Board** shall be composed of one or more Directors. All members of a committee with Board authority shall be members of the Association and must abide by the requirements of the Board regarding open meetings, notification, public records, and quorum.

Any committee action outside the approved guidelines shall be null and void. All decisions of a committee with Board authority must be reviewed by the Board at the next regular Board meeting.

##### 4.3.1 ARCHITECTURAL REVIEW COMMITTEE **MOVED FROM ARTICLE XII (12)**



#### 4.3.1.1 Authority

The Board of Directors, acting in keeping with their legal obligations, is responsible for enforcing the standards for building materials, external property modifications/construction etc. as defined by the **Associations Declarations i.e. Covenants, Conditions and Restrictions (CCRs), Resolutions, Rules & Regulations and Guidelines Association Restriction as filed with Tarrant County and posted to the Association website..Agreement.**

To aid the Board in fulfilling those duties, the Board has endowed the Architectural Review Committee with the authority to review all requests from property owners to ensure their compliance with the in-effect Declarations and current acceptable materials list posted to the Association website and any Resolutions adopted by the Board, also posted to the website, and filed with Tarrant County.

- Members of the ARC can be a Bedford Estates property owner
- Members of the ARC can be a non-resident of Bedford Estates
- Nominations for membership in the ARC shall be sent by owners to the Board Chair
- Appointments to the ARC by the Board shall be made before the beginning of the next fiscal year or as vacancies occur.
- ARC members shall serve for a two year term

~~The Architectural Review Committee (Committee) of five Association members in good standing, each with a term of office of two (2) years, shall be elected by the membership concurrently with the Board of Directors and the~~

No ARC committee member can serve on the ARC if they are a member of the Board or if their spouse or a member of their household serves in the HOA in another capacity.

#### 4.3.1.2 Duties

Have a working knowledge of the CCRs and in-force acceptable materials posted to the Association website and their applicability to all external changes to Bedford Estates properties.

Have a working knowledge of all Resolutions, Rules & Regulations and Guidelines posted to the Association website and their applicability to all external changes to Bedford Estates properties.

Work with the property owner and the ARC Chair through the approval, denial, or mediation process.



~~review building material, assist homeowners by disseminating information on building alternatives and monitor building proposals and Restrictive Covenants that and apply them uniformly and are binding to all lots within the Association. Committee members will The Committee shall monitor the Association homes for compliance with the Covenants, Conditions and Restrictions (CCRs) Association's Restrictions, Conditions communicate with the Board to notify those homeowners that may not be in compliance. (REDUNDANT)~~

~~The Committee shall monitor and make maintenance recommendations to the Board for perimeter fencing and common area sprinkler systems. (DUTIES MOVED TO HOA PROPERTY MANAGEMENT).~~

#### **4.3.1.3 Approval and Appeal Process**

~~All materials necessary for a property owner to discern the ARC's authority and the process to seek approval for external changes to their property can be found on the Association website. If there is a question about the HOAs authority in these matters, the property owner should refer to the Articles of Incorporation posted to the website and their deed for mention of any "preexisting conditions". The Committee shall develop and annually update and publish a list of "other acceptable Building material in compliance with the specific Deed Restrictions needs no Association approval. (Three tab asphalt composition shingles are expressly forbidden under the Association Restriction Agreement and therefore shall not considered material." (THIS INFORMATION IS SPECIFIED IN THE MATERIALS LIST.)~~

~~a) Proposals to install any other building material must be submitted to the Committee before being applied. The submission must include:~~

- ~~• an actual sample of the material being considered~~
- ~~• the name and address of the builder/contractor~~
- ~~• agreement in writing as to the building material choice from all homeowners within one hundred fifty feet (150) of the requesting applicant's lot line. THIS INFORMATION IS OUTLINED IN THE HOMEOWNER REQUEST FORM ACCESSIBLE ON THE WEBSITE).~~

#### **4.3.1.4 Review and Notification COMMUNICATION WITH THE BOARD OF DIRECTORS**

~~Upon receipt of a Homeowner Request form, the ARC shall review the application within seven business days quorum of the ARC Committee (at least three members) shall review proposals and recommend approval or denial to the Board of Directors. ARC Chair. A quorum is needed for submission.~~

~~The Board shall review the Committee findings and direct the President to A letter of Approval or~~



~~denial to the requesting property owner will be delivered to the property owner, homeowner. This process shall be completed, and the letter delivered within fifteen (15) days of the submission by the Committee.~~

If the ARC recommends approval, the ARC Chair shall notify the property owner in writing either by mail or email and copy the Board Chair.

If the ARC recommends denial, the ARC Chair will provide a written notice to the property owner by certified mail, hand delivery or electronic delivery. The notice must conform to the process as outlined in the Resolution filed on the Association website pertaining to an owner's right to a hearing. If the owner requests a hearing, the Resolution stipulates the manner in which it is to be conducted.

The Board of Directors may not initiate proceedings against any property owner who has applied building material approved through the above process.

Neither the Committee nor the Board of Directors shall be held liable for approving or denying a building request made through ~~the process described in said Resolution. above process.~~ The process is only to assist in selecting building materials that will be considered as ~~"other acceptable material"~~ acceptable by the Association ~~and made available to property owners via the Association website.~~

#### 4.4 BEAUTIFICATION

- Monitor, upgrade and maintain the in-ground flower beds at all entrances to enhance the image and desirability of Bedford Estates
- Choose plants and materials that enhance entrances
- Create and submit estimates for materials and plantings
- Schedule maintenance and planting schedule with volunteers
- Liaison to City of Bedford for water contract
- Seek bids and provide oversight for mowing contractor
- Recruit volunteers for entrance decor
- Recruit volunteers for resident recognition

#### 4.5 HOA PROPERTY MANAGEMENT

- Work with perimeter fence property owners for on-going care
- Seek estimates for maintenance and eventual replacement of fencing, stonework, and ironwork and sprinkler systems.
- Work with Beautification Chair on maintenance of sprinkler system
- Recruit volunteers for minor maintenance as needed



- Work with owners on drainage issues that affect HOA property
- Liaison to the City for eventual beautification of entrances along Cheek Sparger

#### 4.6 HOA SPONSORED EVENTS

- Provide a variety of events that promote an inclusive and caring community
- Liaison with the City as needed
- Recruit volunteers for the Events Committee from across the neighborhood
- Solicit hosts for events as needed
- Work with Communications Committee Chair to publicize events

#### 4.7 DIRECTORS (MEMBERS AT LARGE)

The Board of Directors has the authority to create Director positions on the Board **either temporary or permanent** as deemed necessary. ~~Directors shall include all standing committee chairs and other committee chairs as deemed necessary to benefit the Association. members.~~

#### 4.8 RULES OF ORDER

The rules contained in ***Roberts Rules of Order – Revised*** shall govern the Association and Board of Directors in all cases to which they are applicable, and in which they are not inconsistent with the Bylaws.

#### 4.9 CONFLICTS OF INTEREST

To protect the integrity of the Association’s decision-making processes, Directors will disclose to the Board any interest they have in a transaction or decision of the Board that may result in a financial benefit or gain to them and/or their business, family members and/or significant other, employer, and/or close associates, and other nonprofit organizations with which they are affiliated. The Director will not be present for or participate in any Board discussion of or the vote for the transaction or decision.

#### 4.10 NON-DISCRIMINATION

The Association will not discriminate against individuals or groups based on race, religion, color, sex, sexual orientation, gender identity, age, disability, legal citizenship, national origin, income, or political affiliation in any of its policies, recommendations, or actions.

### **ARTICLE V – ZONE DELEGATES (INCORPORATED INTO OFFICER DUTIES)**



**Section 5.1: NEIGHBOR RELATIONS CHAIRPERSON**

~~The Neighbor Relations Chairperson is an elected Officer of the Board of Directors.~~

~~Zone Delegates and their respective zones shall be represented by the Neighbor Relations Chairperson at Board of Directors meetings.~~

~~The Neighbor Relations Chairperson will communicate to the Zone Delegates any information as directed by the Board of Directors.~~

**Section 5.2: ELIGIBILITY OF ZONE DELEGATES**

~~Zone Delegates shall be recommended by the Neighbor Relations Chairperson and approved by the Board of Directors.~~

~~Zone Delegates must be members in good standing of the Association.~~

**Section 5.3: DUTIES OF ZONE DELEGATES**

~~Zone Delegates are responsible for communicating information to residents in their respective zones, as directed by the Board of Directors.~~

**ARTICLE 5 – MEETINGS/VOTING OF MEMBERS**

<https://guides.sll.texas.gov/property-owners-associations/meetings-voting>

**5.1 ANNUAL MEETINGS**

~~An Annual Association Meeting of the membership shall be held each calendar year, 45 to 75 days prior to the end of the fiscal year, for the purpose of electing officers. Directors whose terms expire and for the transaction of such other Association business as may come before the membership. Such meetings may be held in person or via electronic means and electronic or mailed ballots made available to property owners as needed.~~

The Board of Directors shall set the date for said meeting and notice thereof shall be communicated to the membership property owners at least five (5) days but not more than forty-five (45) days prior to such meeting via mail or email, or USPS, and posted on the Association website.





## 5.2 GENERAL MEETINGS

A **General Meeting** shall be held if determined by the Board of Directors, in addition to the Annual Meeting.

## 5.3 BOARD OF DIRECTORS MEETINGS

Board of Directors meetings shall be held quarterly, unless canceled by the Board, and shall be responsible for the ~~government~~ **governing** of the Association. Any two (2) consecutive meetings cannot be canceled.

The Board may not, unless done in an open meeting for which 72-hour prior notice was given to property owners, consider or vote on:

- Fines for violation of Declarations
- Initiation of enforcement actions, excluding temporary restraining orders or violations involving a threat to health or safety
- Increases in Association Fees
- Levying of special assessments
- Appeals from a denial or ARC decision
- Lending or borrowing money
- The adoption or amendment of a dedicatory instrument
- The approval of an annual budget or the approval of an amendment of an annual budget (that increases the budget by more than 10%).
- The filling of a vacancy on the Board
- The construction of capital improvements other than the repair, replacement, or enhancement of existing capital improvements
- The appointment of an officer

## 5.4 SPECIAL BOARD MEETINGS

The ~~President~~ **Board Chair** may call a special meeting of the Board when the timeliness of the regular meeting is insufficient to act on issues. ~~Notice of a special meeting of the Board to the public must be at least seventy-two (72) hours in advance and must identify the topics on the agenda.~~ Direct notice to the Board and individuals known to have an interest in the agenda topic(s) must be provided at least one day in advance via email or posted to the Association website. The Board can only discuss and make decisions at special meetings on the topics on the agenda.



Bedford Estates  
Homeowners Association

**5.5 SPECIAL MEMBERSHIP ASSOCIATION MEETINGS**

A Special meeting of the Members may be called by the ~~President~~ Board Chair, by most of the officers of the Association, or by five percent (5%) or more of the property owners. ~~Members entitled to vote.~~ Minutes from these meetings must be taken by the Board Secretary and ~~recorded for Association member access.~~ posted to the Association's website.

**5.6 NOTICES**

Notice of each meeting stating the place, day, and hour of the meeting shall be given by the ~~Secretary of the Association, or by the person authorized to call the meeting.~~ All ~~Members~~ property owners of record entitled to vote shall be electronically notified. All property owners who have shared their email with the Association, shall be electronically notified via email and others by regular mail. Such notice shall be posted to the Association website. This notice shall be given at least seventy-two hours (72) before the date named for the meeting, with the exception of regular Board meetings for which a firm date, time and place have been publicized to all Association members.

**5.7 QUORUM**

A Board of Directors Meeting quorum shall consist of a simple majority of its Board membership.

An Annual Association Meeting quorum shall consist of fifteen percent (15%) of the property owners. ~~households holding membership in good standing.~~ A household shall be deemed present if one member of a household is present, and the presence of any further member of the same household shall not count toward the requirement of the quorum. In the absence of a quorum, ~~voting, the meeting may continue but no voting can take place.~~ is suspended until a quorum can be established.

**5.8 ACTIONS WITHOUT MEETINGS**

The President has the authority to contact the Board by telephone or electronically to facilitate routine or administrative matters that need an immediate response from the Board including voting on issues or expenditures. ~~except for discussions listed in Section 6.3.~~ Notification to all ~~membership~~ property owners for telephone or electronic meetings is not required. Transactions resulting from electronically received responses must be recorded in the minutes of the next Board meeting.



## ARTICLE 6 – NOMINATIONS & ELECTIONS

### 6.1 ~~NOMINATING COMMITTEE CALL FOR CANDIDATES~~

The Chair of the Board of Directors shall **authorize the current President to mail or email all property owners requesting nominations for upcoming vacant Director positions for the following fiscal year for a term of two years.** ~~appoint a Nominating Chair Committee to consist of not less than three (3) Association members, property owners whose duty it shall be to present to the regular membership~~ **Said call for nominations shall be issued** at least ~~ten (10)~~ **30** days prior to the **Annual Association Meeting.**

~~, a slate of candidates for each of the open offices. Additional nominations may be made from the floor at the meeting, via phone or. Nominees must be provided the nominee is a member in good standing, is present or accepts the nomination in writing prior to the meeting.~~

### 6.2 ELECTIONS

~~Officers~~ **The subsequent slate of candidates shall be presented by the Board Chair at an in-person or virtual Association meeting. Ballots can be accessed via the Association website, mailed or emailed and require a property owner signature. Write in candidates will be accepted. Candidates must be in place before the current Directors' officers' term expires and shall assume their position shall take office** at the start of the next fiscal year.

A simple majority of the votes cast for each ~~office~~ **Director position** is necessary for election. If no candidate receives a majority of votes cast, a run-off election will be conducted between the two (2) candidates who have the greatest number of votes. If a tie exists in a run-off election one (1) candidate will be eliminated by drawing lots. **Candidates running unopposed do not require a majority vote.**

~~Only members in good standing may cast one vote per household. Votes for individuals written in on ballots who have not been nominated through the designated nomination process will not be counted.~~

### 6.3 APPOINTMENTS

~~Any vacancy occurring in the offices of the Association shall be filled by the Board of Directors for the remainder of the term, except as provided for in Article III, Section 3.4.~~ **(INCORPORATED INTO SECTION ON DIRECTORS/OFFICERS/DUTIES.**



## ARTICLE 7 – AMENDMENTS

### 7.1 AMENDMENT OF BYLAWS

All proposed amendments shall be submitted in writing to the Board of Directors for their approval. The Board shall submit proposed amendments to the property owners ~~members of the Association for a reading and a vote at an~~ **in-person Association Meeting, via mail or email with an accompanying ballot that requires a property owner's signature.**

### 7.2 NOTICE

Proposed amendments must be presented to the ~~membership~~ **owners** at least thirty (30) days prior to the time of voting.

### 7.3 ADOPTION

~~The sponsor of the proposed amendment (or proxy) must be present at the meeting.~~ Adoption of the proposed amendments must receive a ~~two-thirds~~ **67%** vote of the property owners present at the meeting **or voting via a paper or electronic ballot. Ballots must be signed.**

## ARTICLE 8 – GRIEVANCE PROCESS

### 8.1 CONFLICT RESOLUTION

All parties are to resolve disagreements and disputes through one-on-one dialogue, discussions with Directors and property owners ~~members~~, and/or formal mediation when necessary.

### 8.2 ELIGIBILITY ~~TO GRIEVE~~

A person or group harmed because of a decision of the Association may file a formal grievance if they believe the action taken by the Association violated a provision of these bylaws, or a formally adopted policy of the Association. **The petitioner has the right to submit a written request for a hearing to discuss and verify facts and resolve the matter in issue before the Board or a Board appointed grievance committee. Please see the Resolution concerning the process for conducting a hearing if the grievance is a result of a denial by the ARC (Architectural Review Committee) which is filed on the Association website.**

### 8.3 FILING ~~A GRIEVANCE~~

Grievances must be submitted in writing, to the Association President ~~and/or Secretary~~ within 45 business days of the alleged violation. A grievance must:

- Identify the date of the action being grieved



- The provision of the Association’s bylaws, which allegedly were violated
- Describe how the provision was violated
- Describe how the grievant-petitioner was harmed by this action ● identify the remedy the grievant-petitioner is seeking.

#### **8.4 BOARD INITIAL REVIEW AND RESPONSE**

The Board or the Board’s designee will review the proposed grievance and determine whether it meets criteria for a grievance as defined in this article. If the proposed grievance is found not to meet the criteria, the Board or its designee will inform the grievant-petitioner in writing of this determination. If the proposed grievance is found to meet the criteria, the review process continues, and a hearing date is established.

#### **8.5 GRIEVANCE COMMITTEE**

If the process continues, as per Section 9.4, a committee designated by the Board, shall offer the grievant-petitioner an opportunity to present information relevant to the grievance and shall gather other relevant information. The body carrying out the review will develop its findings and recommendations and submit them to the Board.

#### **8.6 BOARD ACTION**

The Board shall consider the findings and recommendations and render a decision on the grievance. The Board shall notify the grievant-petitioner of the Board’s decision on the grievance in writing, within 60 calendar days from the receipt of the grievance.

### **ARTICLE 9 – INDEMNITY**

#### **9.1 INDEMNITY**

This corporation will fully indemnify to the fullest extent not prohibited by laws, any person who is made or threatened to be made a party to an action, suit, or other proceeding by reason of the fact that the person is or was a director, officer, volunteer, or agent of the corporation.

### **ARTICLE 10 – DISTRIBUTION OF FUNDS ON DISSOLUTION**

#### **10.1 DISSOLUTION**

In the event of the dissolution of the Association, after paying or making provision for the payment of all the liabilities of the Association, all assets of the Association shall be distributed to an organization that is recognized as exempt under Internal Revenue Code Section 501 (c) (3), or the corresponding



Bedford Estates  
Homeowners Association

section of any future federal tax code. If no such organization can be agreed upon then funds shall be distributed to a state or local government for public purpose. The manner of distribution and recipient(s) of the Association's assets shall be determined by the Board, or such other persons as shall be charged by law with the liquidation or winding up of the Association and its affairs.