



Bedford Estates
Homeowners Association

BYLAWS

ARTICLE I – NAME AND PURPOSE

Section 1.1: NAME

The name of the organization shall be the Bedford Estates Homeowners Association, Inc., hereinafter referred to as the “Association”. It shall be a nonprofit organization incorporated under the laws of the State of Texas.

Section 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

Section 1.3: PURPOSE

The purpose of the Association, as per the 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 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 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.
- f) To maintain common areas of Bedford Estates, such as entrances and the Cummings Drive frontage; and
- g) For such other purposes as are approved by the Board of Directors (Board) or membership.

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.



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ARTICLE II – MEMBERSHIP/ASSESSMENTS/DUES/VOTING

Section 2.1: MEMBERSHIP

Membership in the Bedford Estates Homeowners Association is voluntary. Any owner of property in Bedford Estates can choose to become a member of the Association by paying the dues (Association fees) proposed by the Board of Directors and voted in place by a simple majority of the **current membership**. Each address has one vote.

Section 2.2: MEMBERSHIP DUES (ASSOCIATION FEES)

The Treasurer of the Association shall prepare an annual budget to cover operating expenses that considers projected income from voluntary dues. Any proposed changes to the dues structure must be voted on by the **current membership** and requires a simple majority to pass. A campaign to promote dues participation is conducted early in the next fiscal year which begins January 1st. Members and owners can contribute additional funding via a donation process on the website.

Section 2.3: MEMBERSHIP ASSESSMENTS

The Board of Directors has no authority to levy a special assessment for replacement of the communal property. ¹ The annual budget includes a Reserve Fund for this purpose funded by a portion of the annual dues (Association Fees). That amount is currently 25% of the annual dues.

Should the Fund be insufficient, the board shall **notify all property owners** of the deficit and solicit voluntary contributions to protect property values and desirability of the neighborhood. If contributions are insufficient, the board shall consider optional sources of funding.

Section 2.4: MEMBERSHIP YEAR

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

Section 2.5: TERMINATION OF MEMBERSHIP

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

¹ Perimeter fencing along Cheek Sparger and Cummings; stonework that supports fencing and landscaped beds at entrances, ironwork at Cheek Sparger entrances, sprinklers for beds and grass along Cummings



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ARTICLE III – OFFICERS/DUTIES

Section 3.1: TITLES AND ELIGIBILITY

At a minimum, the officers of the Association shall be the President, Vice President, Treasurer and Secretary. These four positions, plus Neighbor Relations and Communal Property comprise the current Board of Directors. Any property owner can present themselves as a candidate for office in the HOA and shall be voted in place by a simple majority of those owners who choose to vote.

Section 3.2: TERMS OF OFFICE

The elected term of each officer shall be two (2) years. An officer shall not exceed 8 consecutive years in any one position.

Section 3.3: OFFICER REMOVAL

Any Officer may be removed by a simple majority of the owners who choose to vote (excluding the Officer to be removed).

Section 3.4: OFFICER VACANCY

A vacancy in any office 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 to one or more directors until the position has been filled.

Section 3.5: DUTIES OF OFFICERS

President – 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 membership meetings,
- preside at all board and membership 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
- 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
- have the authority to approve expenditures of two hundred dollars (\$200) above the line-item expenditure as stated in the current year budget.



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Past President – The Past President shall bring the incoming President up to date on all BEHA matters and provide a smooth transition.

Vice-President – The Vice-President shall

- perform the duties of the President in his/her absence when requested and in the event of removal 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
- responsible for the resolution of any infractions to the Covenants, Conditions and Restrictions.

Secretary – The Secretary shall:

- record and maintain minutes of membership and board meetings
- assist the President with correspondence of the association
- provide the Communications Chair with notice of all membership and board meetings to be posted to the website
- forward minutes of membership and board meetings to the Communications Chair for posting to the website.
- Forward copies of all board and membership meeting minutes to the BEHA archives.

Treasurer – 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, Annual and General meetings and at the request of any property owner the membership, 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 upcoming fiscal year
- Conduct a campaign to encourage dues participation
- Update the database with current contact and membership information

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



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Communal Property -

- Meet either in person or via electronic means on a regular basis with the chairs of the Beautification and Property Maintenance Committees to understand issues
- Ensure that adequate budget is provided for the maintenance/repair/replacement that is necessary
- Survey fencing, stonework, ironwork etc. with Property Chair to document conditions
- Estimate replacement time and projected costs
- Present needs and issues/accomplishments of committees at board meetings.
- Liaison to the City of Bedford for issues pertaining to HOA property
- Liaison to property owners where/when communal property is impacted

Neighbor Relations

- Ensure a Zone Ambassador is in place for each zone in Bedford Estates
- Ensure that Zone Ambassadors understand the critical roles they play including
 - Public Relations on behalf of the HOA
 - Notifying the Neighbor Relations Chair when they become aware of construction
 - Notifying the Neighbor Relations Chair when they become aware of a home for sale
 - Encouraging volunteerism in HOA events, on the board and on committees
 - Distribute critical HOA business as requested (phone, text, email, hand-deliver)
 - If questioned, provide positive examples of how HOA dues are spent
- Provide input, coordination, and oversight for HOA Sponsored Events
- Encourage Zone Ambassador participation at HOA sponsored events
- Provide oversight for welcome wagon
- Coordinate all notifications etc. with residents via Communications Chair

Section 3.6: OFFICER AUTHORITY

Unless so authorized by the Board of Directors, no officer 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 board must seek bids for any expense of \$50K or more.

The Association shall be managed by the Officers so elected, with powers consistent with the Articles of Incorporation and these Bylaws of the Association.

ARTICLE IV – LIMITATION ON POWERS OF THE BOARD OF DIRECTORS

Section 4.1: NUMBER AND COMPOSITION

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



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Section 4.2: FINANCIAL

The Board of Directors shall at no time expend more money within any one year than the amount of the 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 simple majority of those members who choose to vote.

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 Non-Profit Corporation Act.

The Treasurer is responsible for preparing an Annual Budget which is presented **to the membership** at either an in-person meeting or electronically and voted in by a simple majority of those members who choose to vote.

Financial Reports shall be prepared by the Treasurer and posted on the Association website.

Section 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 meeting.



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A current organization chart with duties for all committee chairs can be found on the website. In addition, the authority for the Architectural Control Committee and the appeals process for denials can also be found on the website under Policy docs – Board Resolutions.

Section 4.4: DIRECTORS (MEMBERS AT LARGE)

The Board of Directors has the authority to create Director positions on the board as deemed necessary. Directors can include all standing committee chairs and other committee chairs as deemed necessary to benefit the Association.

Section 4.5: 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.

Section 4.6: 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.

Section 4.7: NON-DISCRIMINATION

The Association will not discriminate against individuals or groups on the basis of 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 – MEETINGS OF PROPERTY OWNERS

Section 5.1: ANNUAL MEETINGS

The Association is required to conduct an annual meeting for the purpose of electing officers whose terms expire and for the transaction of such other business as may come before the meeting. The Board of Directors shall set the date for said meeting and notice thereof shall be communicated via current emails to the property owners at least five (5) days but not more than forty-five (45) days prior to such



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meeting and posted to the Association website. Presentation materials and electronic ballots for voting can be provided electronically for those who cannot attend in person.

Section 5.2: GENERAL MEETINGS

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

Section 5.3: BOARD OF DIRECTORS MEETINGS

Board of Directors meetings shall be held quarterly, unless cancelled by the board and shall be responsible for the governing of the Association. Any two consecutive meetings cannot be cancelled. Seventy-two hours' notice must be given to all property owners in which the following are to be discussed: special assessments and appeals of denials from the Architectural Review Committee.

Any board members not attending the board meeting should submit a written report of activities under their supervision for submission into that meetings minutes.

Section 5.4: SPECIAL BOARD MEETINGS

The President may call a special meeting of the board when the timeliness of the regular meeting is insufficient to act on particular issues. Notice of special meetings of the board must be posted to the Association website and mailed to the property owners 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. The board can only discuss and make decisions at special meetings on the topics on the agenda.

Section 5.5: SPECIAL MEMBERSHIP MEETINGS

Special meetings of the property owners may be called by the President, by a majority of the Officers of the Association, or by five percent (5%) or more of the property owners. Minutes from these meetings must be taken and posted to the website.

Section 5.6: NOTICE OF MEETINGS

Notice of each meeting stating the place, day, and hour of the meeting shall be given by the person authorized to call the meeting. All property owners shall be electronically notified. This notice shall be given at least seventy-two hours (72) before the date named for the meeting, except for Regular Quarterly Board Meetings for which a firm date, time and place have been posted to the website.



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Section 5.7: QUORUM

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

An in-person Annual Meeting quorum shall consist of fifteen percent (30) of the property owners. 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. This does not apply to virtual meetings where voting is conducted electronically.

In the absence of a quorum at an in-person meeting, voting is suspended until a quorum can be established.

Section 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 with the exception of discussions listed in Section 6.3. Notification to all 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 VI – NOMINATIONS, ELECTIONS AND APPOINTMENTS

Section 6.1: NOMINATING COMMITTEE

The Board of Directors shall appoint a Nominating Committee to consist of not less than three (3) Association members, whose duty it shall be to present to the property owners at least ten (10) days prior to the Annual Meeting, a slate of candidates for any open Officer position. Additional nominations may be made from the floor at an in-person Annual Meeting or provided on an electronic ballot.

Section 6.2: ELECTIONS

Officers shall be elected at the in-person Annual Meeting or voted on via an electronic ballot before the current officers' term expires.

A simple majority of votes cast by those property owners who choose to vote is necessary for the election. In the event that 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.



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All property owners are entitled to vote and to present themselves as a candidate whether or not they are a member of the Association.

Section 6.2: 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.

ARTICLE VII – AMENDMENTS

Section 7.2: 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 property owner for a reading at a General or Annual Meeting or via email and/or posting to the website and owners notified via email and/or regular mail.

Section 7.3: NOTICE

Proposed amendments must be presented to the membership at least ten days prior to the time of voting.

Section 7.4: ADOPTION

Adoption of the proposed amendments must receive a simple majority of the property owners who choose to vote.

ARTICLE VIII – GRIEVANCE PROCESS

Section 8.1: CONFLICT RESOLUTION

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

Section 8.2: ELIGIBILITY TO GRIEVE

A person or group harmed as a result of a decision of this 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.



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Section 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 and the provision of the association's bylaws, which allegedly were violated, describe how the provision was violated and how the grievant was harmed by this action, and identify the remedy the grievant is seeking.

Section 8.4: 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 in writing of this determination. If the proposed grievance is found to meet the criteria, the review process continues.

Section 8.5: GRIEVANCE COMMITTEE

If the process continues, as per Section 9.4, a committee designated by the board, shall offer the grievant 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.

Section 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 of the board's decision on the grievance in writing, within 60 calendar days from the receipt of the grievance.

ARTICLE IX – INDEMNITY

Section 9: INDEMNITY

This corporation will 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.



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ARTICLE X – DISTRIBUTION OF FUNDS ON DISSOLUTION

Section 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 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.