October 2026 Proposed
Bylaws of

EMERALD FOREST HOMEOWNERS ASSOCIATION

Revised-October 11, 1983
Revised - March, 1991
Revised – March, 1996
Revised - March, 1998
Revised - March 5, 2002
Revised - November 18, 2008
Revised – February ??, 2027

ARTICLE I. GENERAL PROVISIONS

Section 1. Name of Organization

The name of the organization shall be the Emerald Forest Homeowners Association hereafter referred to as EFHOA.

Section 2. Legal Status

EFHOA is an assumed name of the Emerald Forest Community Improvement Association as established in the Deed Restrictions for Emerald Forest, Phase I, College Station, Texas, recorded 12/6/78, the State of Texas, County of Brazos.

The Restrictive Covenants shall be used as the governing documents in the use of the land in Emerald Forest. If any differences exist between the Restrictive Covenants and this document, the Restrictive Covenants shall prevail.

Section 3. Office Location

EFHOA shall maintain an office located at 8500 Appomattox in the recreational area of the subdivision or at such other location within Bryan or College Station, Texas as determined appropriate by the Board of Directors.

Section 4. Memberships.

All property owners are members of EFHOA. Memberships shall entitle the household to use the recreational facilities. The membership of EFHOA shall be limited to the owners of lots in said subdivision. No family, partnership, LLC, or other entity may hold more than one membership from an individual property (one property is one membership) . An active member shall be a dues paying member in good standing with EFHOA. An inactive member shall be a member whose membership has been suspended by action of the Board of Directors. Inactive members shall not be entitled to use of EFHOA facilities, nor eligible to serve in an official capacity on behalf of EFHOA, but can vote in any election and on matters regarding the rights and responsibilities of property owners.

Section 5. Membership Subject to Bylaws

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All memberships shall be subject to all the Bylaws as adopted, or hereafter adopted, and such Bylaws shall be considered as an essential part of the contract of membership between EFHOA and each member.

Section 6. Suspension of Membership

The Board of Directors shall have the power to suspend any member for the non-payment of dues, upon affirmative vote of the majority of all members of the Board of Directors, in accordance with TPC-209.006 (or successor statute). Owners may request a hearing and are entitled to due process to cure the violation and avoid the fine or suspension.

Section 7. Transfer of Memberships

All memberships shall be transferred upon sale of property.

Section 8. Establishment and Payment of Annual Dues Assessment

A. The Board of Directors shall have authority to establish the annual dues to be paid each year by the members provided, however, dues shall not be increased more than 10% per year without a vote of the members as specified in the Restrictive Covenants. The annual dues shall not exceed the sum of $500 per year. Further, the Board shall have the authority to determine reasonable fees for any other services rendered or privileges granted by the Association.

B. Annual dues are payable January 1st and will be delinquent if not received by EFHOA or the designated management company by February 1st. If the assessment is not paid within 30 days after the delinquency date, the assessment shall bear interest and EFHOA may bring legal action against the owner as specified in the Restrictive Covenants. Delinquent memberships are automatically subject to suspension of the use of facilities as prescribed in the Restrictive Covenants. Delinquent dues may be collected as prescribed in the Restrictive Covenants. Annual dues are not refundable. The fiscal year, for dues purposes, shall begin on January 1st of each year and shall end on December 31st of the same year.

ARTICLE II. MEMBERSHIP MEETINGS

Section 1. Meetings

A. Annual Meetings

An annual meeting of EFHOA members shall be held at a designated meeting place within Bryan or College Station, Texas at a time set by the Board of Directors on the second Tuesday in the month of October of each year. Members may participate in the annual meeting in the proper order of business.

If environmental or health factors prevent the meeting from taking place in person, it will either be postponed or occur electronically.

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B. Board Meetings

All regular or special Board Meetings must be open to all members. Members may address the Board at the beginning of the meeting but may not participate in any discussion or deliberation unless expressly so authorized by a majority of a quorum of the Board or outlined in the meeting notice.

The Board shall take action on the following topics only if it is done in an open Board meeting for which prior notice has been given (Texas Property Code 209.0051 (h) (or its successor statute)):

1. fines;
2. damage assessments;
3. initiation of foreclosure actions;
4. initiation of enforcement actions (excluding temporary restraining orders or violations involving a threat to health or safety);
5. increases in assessments;
6. levying of special assessments;
7. appeals from a denial of architectural control approval;
8. a suspension of a right of a particular owner before the owner has an opportunity to attend a Board meeting to present the owner's position, including any defense, on the issue;
9. lending or borrowing money;
10. the adoption or amendment of a dedicatory instrument;
11. the approval of an annual budget or the approval of an amendment of an annual budget;
12. the sale or purchase of real property;
13. the filling of a vacancy on the Board;
14. the construction of capital improvements other than the repair, replacement, or enhancement of existing capital improvements; or
15. the election of an officer.

C. Executive Session of Board Meetings

The Board may adjourn a regular or special Board meeting and reconvene in a closed executive session. Only actions involving personnel, pending or threatened litigation, contract negotiations, enforcement actions, confidential communications with the Association's attorney, matters involving the invasion of privacy of individual owners, or matters that are to remain confidential by request of the affected parties and agreement of the Board may be considered in closed Executive Sessions. Following the executive session, any decisions made, including a general explanation of expenditures approved must be summarized orally and will be placed, in general terms, in the Board meeting minutes.

D. Special Meetings

Special meetings of EFHOA members may be called by the Board of Directors or may be called upon by a petition of no less than ten (10) percent of the active members. Parties calling the meeting will set the agenda.

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E. Standing Committees Meetings

See Article V for details on Standing Committees

Section 2. Notice of Meetings

Notice of all meetings will be placed on the website. Notice of Annual and Board Meetings will additionally be sent out via email and posted on the entrance sign. It is the homeowner's responsibility to provide a current email address to EFHOA. Notice stating the time, place and purpose of EFHOA's meetings shall be as follows:

A. Annual Meeting notice shall be mailed and emailed to each property owner not later than the 10th day or earlier than the 60th day before the date of the meeting.

B. Board Meeting notice must be provided at least 144 hours (6 days) before the start of the meeting.

C. Notices for Special Board Meetings will be communicated at least 72 hours (3 days) before the start of the meeting.

D. Meetings of the EFHOA during which a Board-approved proposal for membership to vote on special assessments, increase in dues beyond 10 percent, and/or amendments to the Bylaws require 30 days' notice that includes all proposed changes.

E. Committee Meetings shall provide notice on the website.

Section 3. Business to be Transacted at Meetings

Any and all business of EFHOA, except special assessments and the amendment of the Bylaws, may be transacted at the annual meeting without regard to the stated purposes contained in the notice thereof. No business shall be transacted at special meetings other than that specified in the notices of such special meetings.

Section 4. Quorum

At any meeting at which bylaws are proposed to be amended, there shall be a quorum of 20% of active members. Except as provided in the Restrictive Covenants, all other matters taken up at a meeting shall require no quorum. For any meeting called for a membership vote on an increase in annual dues (above 10 percent) or a special assessment, a quorum of sixty percent (60%) of all members shall be required.

Section 5. Membership Voting

For the purpose of voting, representation and quorum count, each household membership shall be counted as one vote. This vote may be cast by any member of the household 18 years of age or older. The vote may be cast in person and also electronically, absentee, or by directed proxy provided the proxy voter has a signed statement in writing directing them to cast the vote. Complete and signed ballots will be returned to

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EFHOA in accordance with the instructions contained on the ballot per Texas Property Code sections 209.0058 and 209.00592. Any electronic, absentee, or directed proxy vote will be nullified and will not count toward quorum if the measure they were voting has been amended or changed.

ARTICLE III. BOARD OF DIRECTORS

Section 1. General Powers.

The purpose of the Board of Directors is to administer and manage the business and affairs of EFHOA as provided for in this document and the Restrictive Covenants. The affairs of EFHOA shall be taken to include, but not necessarily be limited to, promulgation of Rules and Regulations for the use of the facilities by members and guests, the implementation and enforcement of deed restrictions as defined in the respective declarations, maintenance of EFHOA assets and property, collect and properly manage the dues and other revenues of the Association with full accountability. The Board may engage any entity to perform the day-to-day functions of EFHOA and to provide for the management, administration, and operation of the Subdivision.

Section 2. Number, Tenure and Qualifications of Directors

EFHOA shall have seven (7) directors, which shall constitute the Board of Directors. All seven (7) directors shall be Active Members in good standing of EFHOA. At least five (5) Board members must reside in the Subdivision. At each annual meeting in October, all directors will be elected to two (2) year terms to fill the vacancies of those whose terms expire on the date of such annual meeting.

Section 3. Term Limits

No Board member may serve more than two (2) consecutive terms on the Board in the same position and more than six years consecutively. After taking one year off, the person may run for any elected Board position.

Section 4. Election of Directors

At least 30 days prior to the annual meeting, taking place in October of each year, the Nominating Committee shall request nominations from the membership for all director positions expiring that year. At least Ten (10) days but less than Sixty (60) days prior to the annual meeting, the Nominating Committee, through the Board, shall provide by written notice to the membership, with at least one (1) member's name nominated to fill each director-term expiring. The election shall be conducted in writing with ballots signed by the members, casting one (1) vote for each director-position open. Additional nominations shall be accepted from the floor and may be written in on the ballot at the meeting. At the close of nominations, each candidate for each position will be given up to three (3) minutes to share their interests and qualifications. Candidates receiving the greater number of votes shall be considered elected to fill the position or existing vacancies. Votes shall be counted by the Secretary and results announced during the meeting. An observer of the count may be designated by each candidate in accordance with TPC

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209.0058. If the Secretary is running for reelection or a different Board position, another Board member, who is not seeking reelection, will oversee the election. If in the event of a tie the outcome will be resolved by a coin toss.

Section 5. Meetings

The Board shall meet at least once every two months and at such other times and intervals as they deem necessary. Five members of the Board shall constitute a quorum. The President or any three (3) Directors may call special meetings of the Board by written notice to each Director at least ten(10) days prior to the date of such special meetings. The Board shall keep a record of each regular or special Board meeting in the form of written minutes of the meeting, which shall be posted on EFHOA website upon approval.

Section 6. Removal and Replacement of Directors

Any member of the Board may be removed from office by a majority vote of the membership at any meeting called in accordance with these Bylaws. A Board member may be censured or removed from office by a vote of 5 Board members for failing to attend more than 50% of Board meetings without an excused absence, if they verbally intimidate, threaten or abuse fellow Board members or members, or if they do not comply with declarations, Bylaws, local ordinances or state law. The Board shall have the authority to appoint a replacement who will serve until the next annual meeting for the Director removed from office or otherwise unable to complete their full term of office. The Nominating Committee shall be responsible for recommendations of individuals, including previous candidates, as replacement Directors.

Section 7. Annual Reports

The Board of Directors shall prepare and submit to the members at each annual meeting a report covering its activities and a full financial report during the twelve (12) calendar months immediately preceding said annual meeting. The Board of Directors' report shall contain the Board's recommendations for the ensuing year.

ARTICLE IV. OFFICERS AND DIRECTORS

Section 1. Officers and Directors

The Board of Directors shall be comprised of four officers, consisting of the President, Vice President, Secretary and Treasurer, and three At Large Directors, all elected by a majority vote of the general membership at the annual meeting (Article III, Section 4).

Section 2. President

The President shall preside at the membership meetings of EFHOA and shall preside at the meetings of the Board of Directors. They may serve as an ex-officio, member of all committees. They shall be the Administrative Officer of EFHOA and shall perform all other acts properly belonging to the office, including executive supervision of all activities of EFHOA. The President shall be responsible for ensuring the Board activities comply with Texas State Law and the dedicatory

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instruments of EFHOA.

Section 3. Vice President

The Vice President, in the absence of the President, shall act in their stead. The Vice President shall conduct an administrative audit of EFHOA annually and advise the Board of Directors of the findings. Such audit shall include but not be limited to all policies, procedures and systems with review of the bylaws. They shall exercise and discharge such other duties as may be required by the Board of Directors.

Section 4. Secretary

The Secretary shall liaise with the Property Management Company and shall issue calls for meetings of EFHOA and of the Board of Directors, keep the minutes, keep all EFHOA records except financial records, and attend to the correspondence pertaining to the office in accordance with state law. They shall perform such other duties pertaining to the office as may be required of them by the Board of Directors. The Secretary shall keep the minutes of the Annual Meeting, which shall be corrected and approved by the Board of Directors as a draft at the next Board meeting. These Board-approved minutes shall be posted on the EFHOA website, within two months of the annual meeting. The minutes must be clearly marked as "draft" and shall be corrected and approved by the homeowners at the next Annual Meeting. Board meeting minutes maintained by the Secretary shall be posted on the website within one week after approval. All EFHOA records are to be open to the inspection by any member, upon request, in compliance with Texas Property Code 209.005 and shall ensure compliance with the Document Retention policy. This includes all EFHOA records held by officers and the Property Management Company.

Section 5. Treasurer

The Treasurer, in accordance with General Accepted Accounting Principles (GAAP), shall keep the financial records of EFHOA. They will work with the contracted property management company to oversee all revenues and expenditures as approved by the Board of Directors. They shall confirm that payments match itemized invoices. They shall prepare the annual operating budget, monitor and report auditing and expenditures in the operating budget, bring to the Board activities that will require payment out of the reserve account and audit the balances in all EFHOA accounts. They will also be responsible for providing a Financial Report with the most updated data at the Board of Directors meetings and after being approved, will be placed on the EFHOA website within two weeks of the meeting. They shall also be responsible for assuring the tax returns are filed on behalf of the EFHOA on time. The Treasurer shall approve and authorize the Property Management Company to render a statement of accounts and share the details of the books within a week, when requested by any member of the Board of Directors.

Section 6. At-Large Directors

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There will be three (3) at-large directors who shall serve two (2) year terms on alternating cycles to help fulfill the mission of the Board. An at-large board member is a full voting director who does not hold a specific executive title (President, Vice-President, Secretary, or Treasurer). Their primary duty is to provide versatile support, represent the general membership, participate in governance, and step into flexible roles such as chairing or serving on committees or special projects as needed.

Section 7. Vacancies in Officer Positions

Any vacancy occurring in an elected office shall be filled by appointment of the Board of Directors, with the appointee serving until the next annual meeting, at which time the membership shall elect an officer to serve the remainder of the unexpired term.

ARTICLE V. COMMITTEES

Section 1. Creation of Committees

The following standing committees are authorized by these Bylaws. Additional committees of temporary or permanent character may be created by the Board of Directors at their discretion. Duties, scope, size and the duration of a committee shall be assigned or amended by the Board of Directors. The chair of each committee shall be appointed by the Board Each committee chair shall take applications from interested members in good standing via the web and appoint committee members.

Section 2. General Committee Guidelines:

All committees shall have at least 2 non-Board members on them. All committee membership applications will be solicited through the website. If there are not enough volunteers to serve on a committee, the committee may cease to exist for that year. If necessary, a Board member will be responsible for these duties. Any committee chaired by a board member may have a non-board member co-chair. Committee meetings will be posted on the website calendar. All committee meetings will be open to EFHOA members and announced 7 days in advance. Members will be given the opportunity to be heard and to address the committee in the proper order of business. Committees may be dissolved by a quorum vote of the Board.

Section 3. Standing Committees.

a. Auditing.

This committee shall be chaired by the Vice President of EFHOA Responsibilities include reviewing. and providing recommendations to the Board for updating the organization's governing documents to ensure legal compliance, operational accuracy, and relevance to current practices, for member satisfaction and enjoyment of the neighborhood. This committee will evaluate the Property Management Company's performance based on the contract.

b. Architectural Review Committee

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This will be applicable according to specific Restrictive Covenants. Its membership must be in compliance with TPC 209.00505 (strictly defining who can and cannot serve on the committee).

c. Capital Improvements Committee

This committee is an advisory group that researches, plans, and oversees major, long-term community projects in consultation with the Board. This committee would present recommendations, contractor bids, and budget scopes to the Board for approval.

d. Finance Committee

This committee shall be chaired by the Treasurer and will give guidance and make recommendations to the Board concerning the proper handling of the funds. This committee will assist with budgeting, planning, and communications of the financial health of EFHOA.

e. Grounds and Maintenance

This committee shall be chaired by a member of the Board of Directors and shall be responsible for the physical assets of EFHOA including maintenance of the buildings and common areas. This committee will work with the Board to contract with landscaping services, contact the proper City departments and members when necessary to ensure proper maintenance and to protect the overall appearance of the subdivision.

f. Nominating Committee

No Board member shall serve on the Nominating Committee. This committee shall be established at least 45 days prior to the annual meeting. This committee shall be responsible for communicating openings to membership and nominating candidates for the Board of Directors at each annual meeting and replacement of Directors unable to complete their term of office. The only vetting permitted by the Nominating Committee is to ensure that the member seeking nomination is a member in good standing, does not cohabit at the same primary residence with another member of the Board, and is in compliance with Texas Property Code (209.00591). All members who meet these requirements shall be permitted to run in any election and may not be excluded from Nominating Committee lists or recommendations for other reasons.

g. Pool and Clubhouse

This committee shall be responsible for the operations of the swimming pool and the club house area and for establishing rules and rental rates for usage.

h. Social and Outreach Committee

This committee will create community by producing and coordinating recreational, competitive, or social functions for EFHOA and make recommendations to the Board as to the desirability, cost, etc. of such functions. This committee also will be responsible for the following functions:

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1. Communications
Monthly electronic communications, such as newsletters, social media and updating members of happenings in the HOA and key items from board meetings and other committees; manage social media and work with the Property Management Company to assure the website is up-to-date, accurate, and aesthetically pleasing; conduct an annual survey collecting information on the wants and needs of the members.

2. Membership
Welcome all new members to our neighborhood.

i. Tennis Courts
This committee shall be responsible for the operations of the tennis/pickleball courts and establishing rules with regard to usage and recommending maintenance and upgrades to the Board.

j. Traffic, Rules and Security
This committee shall be chaired by a member of the Board of Directors and shall be responsible for the safety of our neighborhood by monitoring traffic and road conditions as well as the rules set forth in the Restrictive Covenants. They will be responsible for researching and making recommendations to the Board for the hiring of a security service for EFHOA and monitoring the service's performance.

ARTICLE VI. FINANCE

Section 1. Finances
The fiscal year of EFHOA shall begin on the first day of January each year and end on the last day of December of the same year. Annual dues payable January 1st of each year shall be considered to cover the period from January 1st of the current year to December 31st of the same year for purposes of determining the standing of members.

Section 2. Annual Budget
An annual budget shall be prepared by the Board of Directors prior to the annual meeting of each year covering the period from January 1st through December 31st of the following year. Texas Property Code Section 209.0051(h)(11) (or its successor code) requires that approval of the annual budget and approval of an amended annual budget take place at an open meeting for which prior notice was given to homeowners.

The Board shall manage the affairs of EFHOA in accordance with the annual budget. Discretionary expenditures – excluding capital projects and emergency repairs – must not exceed the total approved operating budget by more than $10,000.00 without the prior affirmative vote or written consent of 51% of the Membership.

Reserve funds shall be used for capital projects and emergency repairs involving community assets. Capital projects shall be outlined at the annual meeting. The Board

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may repair or replace EFHOA property, as necessary, using reserve funds set aside for that purpose. In the event of an unforeseen emergency repair, the Board may exceed the budget but must notify all Members in writing within 30 days, detailing the emergency and the costs incurred.

Section 3. Annual Financial Report

EFHOA will furnish a year-to-date report at the annual meeting and final annual report shall be released following the audit and posted on the HOA website. A draft annual financial report will be shared by February 15th of each year.

Section 4. Professional Service Agreements

All contracts or agreements entered into by EFHOA shall be posted on the website in a password-protected section open only to members of EFHOA.

ARTICLE VII. SPECIFIC RIGHTS OF MEMBERS

Section 1. Voting Rights

Each household membership shall be entitled to one vote on each matter submitted to the vote of the membership.

Section 2. Copies of Bylaws

A copy of the current Bylaws will be provided on the EFHOA website.

Section 3. Attendance at Meetings of the Board of Directors

Any member may attend any meeting of the Board of Directors and be heard in the proper order of business.

Section 4. Inspection of Books and Records

All books and records, including financial records of EFHOA may be inspected by any member, their agent, or their attorney for any proper purpose at any reasonable time provided, as specified in Texas Property Code Section 209.005 (or its successor code) and the EFHOA Copy Policy on the website. This code describes, in detail, the process for requesting records, the requirements for the Board to provide requested records, and the petition process if access to the records is denied.. A written request must be submitted by certified mail containing sufficient detail describing the requested records. Each member or member's designated representative will have a right to either inspect the requested books and records before obtaining copies or to have EFHOA forward copies of the requested books and records.

Section 5. Service on Committees

Any active members in good standing may serve on EFHOA Committees.

ARTICLE VIII. BYLAWS

Section 1. Amendment of Bylaws

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The Bylaws may be amended at any annual meeting or at any special meeting called for the purpose by an affirmative vote of two-thirds (2/3) of the members present, provided that a quorum of 20% of members has been met. Amendment by member vote is the only valid method for making changes to the Bylaws. Any provision regarding a reduction in the quorum requirement is not applicable to a meeting to amend the Bylaws. The Board of Directors may not amend or repeal the Bylaws.

Section 2. Resolution of Interpretations
Interpretations, if necessary, of these Bylaws, shall be resolved by a quorum of the Board of Directors and reflected in minutes.

Article IX. Miscellaneous

Section 1. Management Certificate
Per TPC 209.004, EFHOA shall record an amended management certificate in Brazos County within 30 days after there has been a change in any information in the recorded certificate. The certificate must also be filed electronically with the Texas Real Estate Commission (TREC) and posted on EFHOA website.

Section 2. Managing Agent
The Board on behalf of EFHOA may, but is not required to, contract a professional management agent or agents, or manager, at a compensation rate established by the Board, to perform such duties and services as the Board shall authorize. The managing agent shall not accept any remuneration from vendors, independent contractors, or others providing goods or services to EFHOA, whether in the form of commissions, fees, gifts, or otherwise; anything of value must benefit EFHOA. Any financial or other interest that the managing agent has in any firm providing goods or services to the Association shall be disclosed promptly to the Board.

Section 3. Director Inspection of Books and Records
Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of EFHOA and to make a copy of relevant documents at the expense of EFHOA.

Section 4. Legal Representation
Any law firm retained by EFHOA shall represent EFHOA as an organization and shall not represent individual Board members or homeowners in their individual capacities. A majority of the full Board must authorize communications with legal counsel on behalf of the Association. Any vote will occur in a special or regular board meeting and recorded in the minutes of that meeting.

Section 5. Parliamentary Rules
Simple parliamentary procedure shall govern the conduct of EFHOA proceedings when not in conflict with Texas Law, the Articles of Incorporation, the Declarations, or these Bylaws.

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ARTICLE X. INDEMNIFICATION

Section 1. When Indemnification is Required, Permitted, and Prohibited

EFHOA shall indemnify a Director, officer, or committee member who was, is, or is threatened to be named as a defendant or respondent in a claim or proceeding to the extent indemnification is consistent with the Texas Business Organizations Code Title 1 Chapter 8 (or its successor code). However, EFHOA shall indemnify a person only if he or she acted in good faith and reasonably believed that the conduct was in EFHOA's best interests. EFHOA shall not indemnify any person for any costs, expenses, or liabilities incurred as a result of an action taken or omitted that the person knew was in violation of the laws of the State of Texas. In a case of criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. EFHOA shall not indemnify a person who is found liable to EFHOA or is found liable to another on the basis of improperly receiving a personal benefit. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted.

A report in writing shall be provided to members when an indemnification or advance of expenses takes place.

ARTICLE XI. DISSOLUTION

Section 1. Dissolution.

The assets of EFHOA, after satisfaction of all legal claims against assets, shall be distributed in pro-rata shares to the Active members at the time of such dissolution, regardless of the reason for such dissolution. EFHOA has the right to sell and convey real property upon approval of two-thirds (2/3) of the voting members.

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