

EXHIBIT "A"

BY-LAWS OF THE CROSSING AT KENBERG PROPERTY OWNERS ASSOCIATION

ARTICLE I

1.01 The name of this corporation is THE CROSSING AT KENBERG PROPERTY OWNERS ASSOCIATION.

ARTICLE II

2.01 The purpose or purposes for which the corporation is organized are:

- (a) to collect and hold assessments collected from the property owners in The Crossing, Mountain Creek Section; The Crossing, River Forest Section; and The Crossing, Hidden Lake Section, Subdivisions in Kendall County, Texas, as provided in the Deed restrictions applicable to property in said subdivisions, and
- (b) to disburse these funds as and when necessary to comply with the usage thereof as designated in said Deed restrictions, and
- (c) to take over and stand in the shoes of the original subdivider of said subdivisions with reference to any act or thing necessary in connection with providing maintenance and preservation of the appearance of the public areas in said Subdivisions as contemplated and provided for in the Deed restrictions aforesaid.

2.02 Furthermore, it shall be the purpose of the corporation to own and maintain the non-residential, non-commercial properties and areas within said Subdivisions dedicated for the general use and benefit of property owners therein.

ARTICLE III

3.01 Membership in the corporation shall be composed of all persons owning property in The Crossing, Mountain Creek Section; The Crossing, River Forest Section; and The Crossing, Hidden Lake Section, according to plats thereof recorded in Volume 1, Pages 77-81; Volume 1, Pages 82-87; and Volume 1, Pages 100-115, Map and Plat Records of Kendall County, Texas. For the purpose of these By-Laws, a "member" is defined as follows:

- (a) Every person or entity owning fee simple title to property in said Subdivisions unencumbered by an outstanding Contract entitling another person or entity to acquire fee simple title to said property.
- (b) Every person or entity owning and holding a Contract entitling said person or entity to acquire fee simple title to property in said Subdivisions.
- (c) Where fee simple title to a lot or ownership of a Contract to acquire fee simple title to a lot stands in the name of more than one person or entity, such multiple owners shall be considered as a unit to be one member.

3.02 Each member shall, regardless of the number of lots owned, have the right to cast one vote per Director for the election of Directors and one vote in the determination of any other matters properly presented to the membership of the corporation.

ARTICLE IV

4.01 Memberships may be transferred only upon the books of the corporation upon submission to the Secretary of evidence of the transfer of property in the aforesaid Subdivisions.

ARTICLE V

5.01 The Annual Meeting of the members of the corporation shall be held on a Saturday in the month of May in each year. The Board of Directors may postpone or reschedule the Annual Meeting of the Corporation in the event of unforeseen or unexpected circumstances beyond their control including but not limited to inclement weather or public welfare requirements. A postponed Annual Meeting must be rescheduled to the first subsequent Saturday in accordance with the statutory notification process which must be initiated within ten (10) business days after the postponed meeting.

5.02 Special meetings of the members may be called by either the President, Vice President, the Board of Directors by majority vote, any two (2) directors, or by written petition of a member filed with the Board of Directors signed by no less than one tenth (1/10) of the total membership of the corporation. The Board of Directors shall act on written petition within ten (10) days of presentation by scheduling a Special Meeting within thirty (30) days of presentation.

5.03 Written notices setting the place and time of the Annual Meeting and the date, time, place, and purpose of a special meeting shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting. Such notice shall be deemed delivered when deposited in the United States mail with postage paid thereon, addressed to the member at his or her mailing address as it appears in the records of the corporation or when sent by e-mail. It is the property owner's duty to keep an updated mailing (USPS) or e-mail address with the association.

5.04 A member shall have the right to vote using any one of the following three methods:

- (a) In person at a meeting of the Property Owners Association, or

(b) By absentee ballot in accordance with Sec 209.00592, or

(c) By electronic ballot in accordance with Sec 209.00592.

5.05 No less than 10% of the members must be present at an annual or special meeting of the property owners to constitute a quorum for the transaction of any and all business at such annual or special meeting. A member voting by absentee or electronic ballot shall be counted as present and voting for the purpose of establishing a quorum only for the items appearing on the ballot.

ARTICLE VI

6.01 The management of the corporation shall be vested in a Board of Directors composed of nine (9) eligible Members. Five (5) Directors shall constitute a quorum for the transaction of business by the Board of Directors at any called meeting. Said Directors shall conduct the business of the corporation in accordance with the procedures outlined in Robert's Rules of Order. No more than one (1) member may be eligible from a property or properties. A person may not serve on the Board of Directors if the person cohabits at the same primary residence with another board member of the association.

6.02 A Director elected at the Annual Meeting shall serve a two (2) year term. In order to maintain continuity, expiring terms shall be staggered so not all Board members' terms will expire annually. Vacancies on the Board of Directors occurring after the Annual Meeting may be filled by majority vote of the remaining Directors at any called meeting. Such Director shall serve until the end of the current Board year and may be a candidate at the next Annual Meeting with formal election for the remainder of the term. In the event the Board of Directors fails to fill the vacant Director position by majority vote, the Board of Directors may call a Special Meeting of the members for an election to fill the vacant Director position. For any vacancy occurring within three (3) months preceding the Annual Meeting of the members, the Board of Directors may vote not to fill the vacant Director position immediately and instead include the vacant Director position election in the next Annual Meeting of the members.

6.03 The outgoing Board of Directors' tenure shall terminate at the first Board meeting held after the Annual Meeting in accordance with 6.04, at a date that provides sufficient time for a training and orientation workshop for the incoming Board in accordance with 6.10, and that meets the statutory notification process. The outgoing Board of Directors shall transition authority at said meeting to the incoming Board of Directors whose tenure shall begin at this meeting and who will, as their first action, elect their officers.

6.04 The Board of Directors shall conduct meetings open to the members a minimum of every two (2) months at a time and location generally convenient to the members wishing to attend. Reasonable efforts shall be made for board meetings to be broadcast for the benefit of those members unable to attend in person.

6.05 One or more directors, elected or appointed, may be removed from office with or without cause only by majority vote of the members present at a meeting called for that purpose.

6.06 Notice to members stating the place, date, and time of a called meeting of the Board, and the purpose or purposes for which the meeting is called shall be given to members including a general description of any matter to be brought up for deliberation in executive session. The notice shall be:

(a) mailed to each property owner not later than the 10th day or earlier than the 60th day before the date of the meeting; or

(b) provided at least 144 hours before the start of a regular board meeting and at least 72 hours before the start of a special board meeting by:

(1) posting the notice in a conspicuous manner reasonably designed to provide notice to property owners' association members:

- i. in a place located on the association's common property or, with the property owner's consent, on other conspicuously located privately owned property within the subdivision; or
- ii. on an Internet website available to association members that is maintained by the association or by a management company on behalf of the association; and

(2) sending the notice by e-mail to each owner who has registered an e-mail address with the association.

6.07 The Board of Directors may, in the event of circumstances requiring immediate attention, take action outside a called meeting including voting by electronic or telephonic means. Each Board member must have a reasonable opportunity to participate, express an opinion, and vote in any action. Any action taken by the Board of Directors outside a called meeting must be summarized and presented at the next open board meeting and documented in the minutes of said meeting. The scope and limits of The Board's authority in such actions is defined in Texas Property Code Section 209.0051(h).

6.08 No Director shall receive any compensation, but any actual out-of-pocket expenses incurred by a Director in the pursuit of the business of the corporation shall be reimbursed to the Director from corporation funds.

6.09 All incoming Board members must sign and date a Director Statement confirming he/she will be acting in conformity with statutory authority, property owner association dedicatory instruments, regulations, and operating procedures. As a part of this statement all incoming board members must agree to a background check pursuant to Texas Property Code Section 209.00591(b). Additionally, all incoming board members must immediately resign and withdraw from participating in any non-POA committees or projects that may be in conflict with his/her board position. Failure to comply may result in removal in accordance with the removal process outlined in paragraph 6.05 above.

6.10 As soon as practical after each Annual Meeting and election of Directors, the Board shall set up a training and orientation workshop conducted by the POA Attorney or similarly qualified person or organization for the education and benefit of all Directors regarding POA operations, laws, and limitations. All Directors must attend and participate in said training workshop. Failure to comply may result in removal in accordance with the removal process outlined in paragraph 6.05 above.

6.11 The Architectural Review Authority (ARA) of The Crossing is vested with the authority, as assignee and nominee of the Board as stated in the Reservations, Restrictions and Covenants (RR&C's), to approve requests for permission to erect, construct, or move buildings or structures onto tracts within The Crossing. The ARA will consist of no less than three (3) and no more than five (5) members. The Board will appoint one of the members as the Chairman, ARA. The ARA shall receive all applications for erection, construction, or moving of any buildings or structures and provide written approval or denial in accordance with the RR&Cs of the association. Upon denial by the ARA, the member may appeal to the Board of Directors for determination to uphold the denial and/or grant approval. Should the member not comply with the denial and attempt to continue to erect, construct, or move buildings or structures onto tracts within The Crossing without ARA approval, the Board may impose a Cease-and-Desist action until such time as the member comes into compliance with the ARA's application process. Denial letters must be sent to the property owner in accordance with Texas Property Code 209.00505. Membership in the ARA must be in accordance with Texas Property Code 209.00505.

ARTICLE VII

7.01 The officers of the corporation shall be a President, one or more Vice President(s), a Secretary, and a Treasurer. The Board may appoint a non-Director, non-voting Sergeant at Arms whose duty and responsibility is to ensure the meetings of the Board of Directors are conducted in accordance with Robert's Rules of Order. Any two (2) or more offices may be held at the same time by the same Director, provided that the President and Secretary may not be the same person. The officers of the corporation shall be chosen from among the member-elected Directors by majority vote of the Directors. Whenever an officer position becomes vacant for any reason, the Board of Directors may elect by majority vote a successor Director to that position from the member-elected Directors. The office of President shall be a non-voting position, except as a tie breaker for Board of Director votes. The term of office of each officer shall expire at the transition Board of Director's meeting held in accordance with 6.03. The Directors may, by resolution,

prescribe powers, authority, and duties of the respective officers, and may from time to time extend, restrict, alter, or abolish such powers, authority, and duties. No Officer or Director shall participate or vote on any matter concerning an employee or contract worker to whom they are related within the third degree of consanguinity or affinity.

ARTICLE VIII

8.01 It is the intent and purpose of the corporation to expend funds for the general benefit of all property owners in the three subdivisions above described in compliance with and pursuant to the restrictions adopted in connection with the sale of property in said Subdivisions. Within the guidelines of statutory authority, property owner association dedicatory instruments, regulations, and operating procedures affecting property in the said Subdivisions, the Board of Directors shall be authorized to expend funds of the corporation on such projects as shall qualify under said guidelines and be dedicated for the use and benefit of all property owners in said Subdivisions including maintenance, improvements and additions that will enhance infrastructure.

ARTICLE IX

9.01 If any change to the annual property maintenance assessment or any special assessment is considered, it shall be determined by majority vote of the members present at the annual or special meeting of the members in accordance with Texas Property Code Sections 209.0058 and 209.0059, except for changes authorized by the RR&Cs. The annual assessment shall be invoiced to the members as soon as administratively practicable after the annual or special meeting and shall be due not later than the last day of the third month following the annual or special meeting.

9.02 An annual operating budget based on the annual property maintenance assessment shall be presented and approved by majority vote of the members present at the Annual Meeting or a special meeting called for such purpose.

9.03 Special assessments propositions shall be presented by the Board of Directors at a regular or special meeting of the members. Special assessments approved by majority vote of the members present at the annual or special meeting of The Members shall be invoiced as soon as administratively practicable and due not later than the last day of the third month following approval or at a later date set by the Board of Directors.

9.04 Annual or special assessment payments not received by the due date will be delinquent. The Board of Directors shall be authorized to take such legal action as The Board shall deem necessary to collect delinquent assessments, including the enforcement of any liens on the real property the member may hold, or by any other reasonable collection procedure. In the event of non-payment of one or more assessments by the due date, the non-paying member shall not be allowed the use of Property Owner Association parks or facilities until all assessments have been

paid or a payment plan shall have been approved by the Board of Directors.

ARTICLE X

10.01 Except as provided in paragraph 10.02 following, these By-Laws may only be altered, amended, or repealed by vote of the majority of the members present at an Annual Meeting of the members or at a special meeting of the members called for such purpose. These By-Laws may not be altered, amended, or revoked by Board of Director vote or action. The Board may also adopt and publish rules and regulations that would allow said body the ability to maintain the property for the benefit of all members in the three subdivisions.

10.02 Statutory changes to any articles or provisions in these By-Laws shall be deemed an automatic update to the affected Article or provision.

10.03 These By-Laws shall be reviewed for alteration, amendment or update a minimum of every two years by a committee authorized and created by the Board of Directors for that purpose. By-Law committee recommendations shall be provided to the Board of Directors for Board oversight, approval or non-approval. Board approved By-Laws recommendations shall then be provided to the Property Owner Association legal counsel for legal review and approval or non-approval prior to presentation to The Members for vote as described in paragraph 10.01 above.

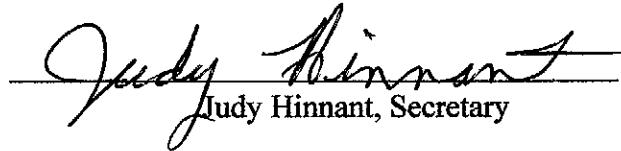
Adopted by the Membership June 3, 2023

CERTIFICATE OF THE SECRETARY

I certify that:

I am the duly qualified and acting secretary of The Crossing at Kenberg Property Owners Association, a duly organized and existing Texas non-profit corporation.

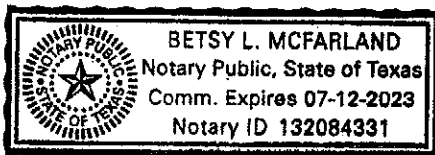
1. Attached hereto as Exhibit "A" is a true and correct copy of the By-Laws of said corporation revised on June 3, 2023. The By-Laws were originally filed with the State of Texas County of Kendall on October 28, 1986, document number 272 437 - 272 442.
2. The revised By-Laws were duly adopted by the membership of said corporation at a meeting legally held on June 3, 2023, and entered into the minutes of such meeting in the Minute book of the corporation.

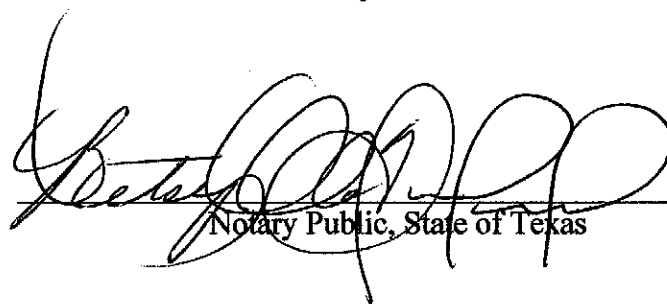

Judy Hinnant, Secretary

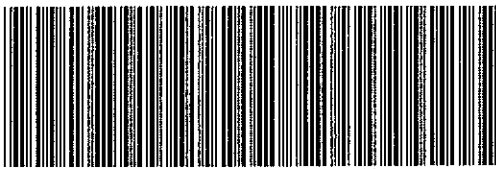
THE STATE OF TEXAS

COUNTY OF KENDALL

This instrument was acknowledged before me on the 30th day of June 2023, by Judy Hinnant, secretary of THE CROSSING AT KENBERG PROPERTY OWNERS ASSOCIATION, a Texas non-profit corporation, on behalf of said corporation.




Notary Public, State of Texas



VG-89-2023-381149

**Kendall County
Denise Maxwell
Kendall County Clerk**

Instrument Number: 381149

Real Property Recordings

Recorded On: June 26, 2023 02:45 PM

Number of Pages: 9

" Examined and Charged as Follows: "

Total Recording: \$54.00

******* THIS PAGE IS PART OF THE INSTRUMENT *******

Any provision herein which restricts the Sale, Rental or use of the described REAL PROPERTY because of color or race is invalid and unenforceable under federal law.

File Information:

Document Number: 381149
Receipt Number: 20230626000051
Recorded Date/Time: June 26, 2023 02:45 PM
User: Grace O
Station: cclerk07

Record and Return To:

The Crossing At Kenberg Property Owners Association



**STATE OF TEXAS
Kendall County**

I hereby certify that this Instrument was filed in the File Number sequence on the date/time printed hereon, and was duly recorded in the Official Records of Kendall County, Texas

Denise Maxwell
Kendall County Clerk
Kendall County, TX

Denise Maxwell