

**AMENDED AND RESTATED BYLAWS  
OF  
COLONIES UNIT NO. 9 MASTER ASSOCIATION, INC.**

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[November 29, 2022]

COLONIES UNIT NO. 9 MASTER ASSOCIATION, INC., a Texas nonprofit corporation, adopts these Amended and Restated Bylaws, which restate, amend, and supersede the original bylaws of COLONIES UNIT NO. 9 MASTER ASSOCIATION, INC., a Texas nonprofit corporation, in its entirety as provided below:

**IMPORTANT NOTICES**

ALL PROPERTY TO WHICH THESE BYLAWS APPLY IS LOCATED IN A PUBLIC IMPROVEMENT DISTRICT AUTHORIZED BY THE CITY OF AMARILLO IN RESOLUTION NO. 8-14-01-1 ADOPTED BY THE CITY COMMISSION ON AUGUST 14, 2001, TO CONSTRUCT, INSTALL, AND MAINTAIN ENHANCED PUBLIC IMPROVEMENTS WHICH ARE IN ADDITION TO THE PUBLIC IMPROVEMENTS AND SERVICES THAT NORMALLY WOULD BE PROVIDED BY THE CITY. THE COSTS OF THE ENHANCED PUBLIC IMPROVEMENTS WILL BE PAID FROM SPECIAL ASSESSMENTS LEVIED BY THE CITY AGAINST LOTS LOCATED IN THE PUBLIC IMPROVEMENT DISTRICT. UNTIL CHANGED BY THE CITY OF AMARILLO, EACH LOT WILL BE ASSESSED 1/24<sup>TH</sup> OF ALL SPECIAL ASSESSMENTS FOR THE PUBLIC IMPROVEMENT DISTRICT. AN OWNER OF A LOT MAY NOT AVOID PAYMENT OF THE SPECIAL ASSESSMENTS FOR THE PUBLIC IMPROVEMENT DISTRICT.

PURSUANT TO THE MASTER DECLARATION, UPON PURCHASING A LOT EACH OWNER BECOMES A MEMBER OF THE ASSOCIATION AND BECOMES OBLIGATED TO PAY ASSESSMENTS TO THE ASSOCIATION. EACH OWNER'S ATTENTION IS DIRECTED TO THE MASTER DECLARATION FOR THE SPECIFIC TERMS APPLICABLE TO AN OWNER PURSUANT TO THE MASTER DECLARATION.

EACH LOT IS SUBJECT TO ASSESSMENT LIENS DESCRIBED IN ARTICLE THREE OF THE MASTER DECLARATION.

EACH OWNER OF A LOT IS ADVISED THAT SECTION 202.004 OF THE TEXAS PROPERTY CODE AUTHORIZES COURTS TO ASSESS CIVIL DAMAGES FOR THE VIOLATION OF RESTRICTIVE COVENANTS IN AN AMOUNT NOT TO EXCEED \$200.00 FOR EACH DAY OF THE VIOLATION.

**Basic Information**

Association: Colonies Unit No. 9 Master Association, Inc., a Texas nonprofit corporation.

Principal Office: P.O. Box 51135, Amarillo, Randall County, TX 79159-1135. The Property Owners Association may have other offices.

Declaration: The Declaration of Covenants, Conditions, and Restrictions of the Colonies Unit No. 9 Subdivision, recorded in the real property records of Randall County, Texas under Document No. 01-17802.

The Master Declaration recorded in the Official Public Records of Randall County, Texas under Document No. 01-17801.

**Definitions:** The capitalized terms used but not defined herein have the meaning set forth in the Colonies Unit No. 9 Master Declaration recorded in the Official Public Records of Randall County, Texas, under Document No. 01-17801.

**A. Members of the Property Owners Association**

*A.1 Membership.* Every Owner is a Member of the Property Owners Association. Membership is appurtenant to and may not be separated from ownership of a Lot.

*A.1.a. Class A.* Class A Members are all Owners, other than Declarant. Class A Members have one vote per Lot. When more than one person is an Owner, each is a Class A Member, but only one vote may be cast for a Lot.

*A.1.b. Class B.* Since the property has been fully developed and houses have been constructed on all of the Lots, there is no longer a Class B Member and all Lots owned by the Members are Class A Lots.

*A.2. Place of Meeting.* Members meetings will be held in Amarillo, Potter or Randall County, Texas, at such location as stated in the notice of the meeting or in a duly executed waiver of notice.

*A.3. Annual Meetings.* Annual meetings of Members will be held in May, June, or July at 7:00 p.m. on a weekday designated by the Board.

*A.4. Special Meetings.* The president may call special meetings. The president must call a special meeting if directed by the Board or by a petition signed by 10.0% of the Members.

*A.5. Notice of Meetings, Election, and Vote.* Written notice stating the place, day, and hour of each Members meeting, other than a reconvened meeting, must be given to each Member not less than 10 nor more than 60 days before the meeting (*Tex. Prop. Code Ann. § 209.0056(a)*). For voting not at a meeting, notice must be given not later than the 20<sup>th</sup> day before the latest day on which a ballot may be submitted to be counted (*Tex. Prop. Code Ann. § 209.0056(a-1)*). The special Members meeting notices must also state the meeting's purpose, and no business may be conducted except as stated in the notice. Notice to a Member must state the purpose of an association-wide election or vote and is deemed given when hand delivered or mailed. If mailed, notice is deemed given (whether actually received or not) when deposited with the United States Postal Service, postage prepaid.

*A.6. Waiver of Notice.* A Member may, in writing, waive notice of a meeting. Attendance at a meeting is a waiver of notice of the meetings unless the Member objects to lack of notice when the meeting is called to order.

*A.7. Quorum.* A majority of the Members is a quorum. If a Members meeting cannot be held because a quorum is not present, either in person, by proxy, by absentee ballot, or by electronic ballot, a majority of the Members who are present may adjourn the meeting. At the reconvened meeting, 10.0% less of the Members is a quorum. If a quorum is not present, a majority of the Members who are present may adjourn the meeting. At the second reconvened meeting, 20.0% less of the Members is a quorum. Written notice of the place, date, and hour of

each reconvened meeting must be given to each Member not more than 30 nor less than 10 days before the reconvened meeting.

*A.8. Majority Vote.* Voting by Members may be at a meeting or outside of a meeting. Voting must be as required by law. Votes representing more than 50.0% of the Members present at a meeting at which a quorum is present are a majority vote.

*A.9. Voting Methods.* Members may, at the option of the Board, vote in person, by proxy, by absentee ballot, by electronic ballot, or by any other process approved by the Board. A Member must be allowed to vote by absentee ballot or proxy, but the Board is not required to provide a Member with more than one voting method. (*Tex. Prop. Code Ann. § 209.00592(a)*).

*A.10. Conduct of Meetings.* The president will preside over Members meetings. The secretary will keep minutes of the meetings and will record in a minute book the votes of the Members.

## **B. Board.**

*B.1. Governing Body; Composition.* The affairs of the Property Owners Association are governed by the Board. Each director has one vote. The initial Board is composed of the directors appointed in the certificate of formation.

### *B.2. Qualifications.*

*B.2.a. Member.* Each director must be a Member or, in the case of an entity Member, a person designated in writing by either proxy or a resolution to the secretary of the Property Owners Association.

*B.2.b. Felony or Crime Involving Moral Turpitude.* If the Board is presented with written, documented evidence from a database or other record maintained by a governmental law enforcement authority that a director was convicted of a felony or crime involving moral turpitude not more than 20 years before the date the Board is presented with the evidence, that director is immediately ineligible to serve on the Board, automatically considered removed from the Board, and prohibited from future service on the Board. (*Tex. Prop. Code Ann. § 209.00591(b)*)

*B.2.c. Cohabitation of Directors.* A Member may not serve on the Board if the Member cohabits at the same primary residence with a director. (*Tex. Prop. Code Ann. § 209.00591(a-3)*)

*B.3. Number of Directors.* The Board consists of three directors. The Board may change the number of directors, but not to a number less than three directors. No decrease may shorten the term of a director.

*B.4. Term of Office.* Directors will serve three-year terms. The terms of the directors will be staggered to the extent possible to provide for one or more directors who have previous Board experience to be serving on the Board at all times. Directors may serve consecutive terms.

*B.5. Election.* At the first annual meeting of Members, the Members will elect directors to succeed the initial directors. At subsequent annual Members meetings, successors for each director whose term is expiring will be elected. Cumulative voting is prohibited. The candidate or candidates receiving the most votes will be elected. The directors elected by the Members will hold office until their respective successors have been elected.

*B.6. Removal of Directors and Vacancies.*

*B.6.a. Removal by Members.* Any director may be removed, with or without cause, by a majority of the Members. Any director whose removal is sought will be given notice of the proposed removal.

*B.6.b. Removal by Board.* Any director may be removed at a Board meeting if the director—

- i. failed to attend two consecutive Board Meetings; or,
- ii. failed to attend 50.0% of Board meetings within one year.

*B.6.c. Vacancies.* A director's position becomes vacant if the director dies, becomes incapacitated, resigns, or is no longer a Member.

*B.6.d. Successors.* If a director is removed or a vacancy exists, a successor will be elected by the remaining directors for the remainder of the term.

*B.7. Compensation.* Directors will not receive compensation. A director may be reimbursed for expenses approved by the Board.

*B.8. Powers.* The Board has all powers necessary to administer the Property Owners Association's affairs.

*B.9. Management.* The Board may employ a managing agent.

*B.10. Accounts and Reports.* Accounting and controls must conform to good accounting practices. Accounts will not be commingled with accounts of other persons. The following financial reports will be prepared at least annually:

*B.10.a.* An income statement reflecting all income and expense activity for the preceding period.

*B.10.b.* A statement reflecting all cash receipts and disbursements for the preceding period.

*B.10.c.* A variance report reflecting the status of all accounts in an "actual" versus "approved" budget format.

*B.10.d.* A balance sheet as of the last day of the preceding period.

*B.10.e.* A delinquency report listing all Owners who are delinquent by more than 30 days in paying any Assessment and describing the status of any action to collect those delinquent Assessments.

*B.11. Borrowing.* The Board may borrow money to maintain, repair, or restore the Common Area without the approval of the Members. If approved in advance by the Members in the same manner as approving a Special Assessment, the Board may borrow money for any other purpose.

**B.12. Rights of Association.** With respect to the Common Area, and in accordance with the Declaration, the Property Owners Association will have the right to contract with any person for the performance of various duties and functions. Such agreements require the approval of the Board.

**B.13. Enforcement Procedures**

**B.13.a. Notice.** Before the Board may (i) suspend an Owner's right to use a Common Area, (ii) file a suit against an Owner other than a suit to collect any Assessment, (iii) foreclose the Property Owners Association's lien, (iv) charge an Owner for property damage, or (v) levy a fine for a violation of the Dedicatory Instruments, the Property Owners Association or its agent must give written notice to the Owner as required or permitted by law. The notice must describe the violation or property damage that is the basis for the suspension action, charge, or fine and state any amount due the Property Owners Association from the Owner. The notice must also (i) inform the Owner that if the violation is curable and does not pose a threat to public health or safety, which means it could not materially affect the health or safety of an ordinary resident, the Owner is entitled to a reasonable period to cure the violation and avoid the fine or suspension unless the Owner was given notice and a reasonable opportunity to cure a similar violation within the preceding six months; (ii) indicate that the Owner may request a hearing in accordance with Texas Property Code section 209.007 on or before the 13<sup>th</sup> day after the date the notice was mailed to the Owner; (iii) state that the Owner may have special rights if the Owner is serving on active military duty, and (iv) state the date by which the Owner must cure a curable violation that does not pose a threat to public health and safety.

**B.13.b. Hearing.** If the Owner is entitled to an opportunity to cure the violation, the Owner has the right to submit a written request for a hearing to discuss and verify facts and resolve the matter in issue before a committee appointed by the Board or before the Board if the Board does not appoint a committee. If a hearing is to be held before a committee, the notice must state that the Owner has the right to appeal the committee's decision to the Board by written notice to the Board.

The Property Owners Association must hold a hearing under this section not later than the 13<sup>th</sup> day after the date the Board receives the Owner's request for a hearing and must notify the Owner of the date, time, and place of the hearing not later than the 10<sup>th</sup> day before the date of the hearing. The Board or the Owner may request a postponement, and, if requested, a postponement will be granted for a period of not more than 10 days. Additional postponements may be granted by agreement of the parties. The Owner or the Property Owners Association may make an audio recording of the meeting. (*Tex. Prop. Code 209.007*)

The hearing will be held in executive session affording the alleged violator a reasonable opportunity to be heard. Before any sanction hereunder becomes effective, proof of proper notice will be placed in the minutes of the meeting. Such proof will be deemed adequate if a copy of the notice, together with a statement of the date and manner of delivery, is entered by the officer, director, or agent who delivered the notice. The notice requirement will be satisfied if the alleged violator appears at the meeting. The minutes of the meeting will contain a written statement of the results of the hearing and the sanction, if any, imposed. The Board may, but will not be obligated to, suspend any proposed sanction if the violation is cured within a 30-day period. Such suspension will not constitute a waiver of the right to sanction violations of the same or other provisions and rules by any person.

**B.13.c. Appeal.** Following hearing before a committee, if any, the violator will have the right to appeal the decision to the Board. To perfect this right, a written notice of appeal must be

received by the managing agent, if any, president, or secretary within 30 days after the hearing date.

*B.13.d. Changes in Law.* The Board may change the enforcement procedures set out in this section to comply with changes in law.

### **C. Board Meetings**

*C.1. Meetings.* Except as permitted by law, all regular and special meetings of the Board must be open to the Owners. (*Tex. Prop. Code Ann. § 209.0051(c)*). Except for a meeting held by electronic or telephonic means, a Board meeting must be held in a county in which all or part of the property in the subdivision is located or in a county adjacent to that county. (*Tex. Prop. Code Ann. § 209.0051(c-1)*). A Board meeting may be held by electronic or telephonic means, provided all Owners and Board Members have access to the communication at the meeting as required by law. (*Tex. Prop. Code Ann. § 209.0051(c-2)*).

*C.2. Notice.* Owners and Board Members must be given notice of the date, hour, place, and general subject of a regular or special Board meeting, including a general description of any matter to be brought up for deliberation in executive session. Notice must be given as required by law.

*C.3. Waiver of Notice.* The actions of the Board at any meeting are valid if (a) a quorum is present and (b) either proper notice of the meeting was given to each director, or a written waiver of notice is given by any director who did not receive proper notice of the meeting. Proper notice of a meeting will be deemed given to any director who attends the meeting without protesting before or at its commencement about the lack of proper notice.

*C.4. Quorum of Board.* At all the meetings, a majority of the Board will constitute a quorum, and the votes of a majority of the directors present at a meeting at which a quorum is present constitutes the decision of the Board. If the Board cannot act because a quorum is not present, a majority of the directors who are present may adjourn the meeting to a date not less than 10 nor more than 30 days from the date the original meeting was called. At the reconvened meeting, if a quorum is present, any business that may have been transacted at the meeting originally called may be transacted without further notice.

*C.5. Conduct of Meetings.* The president will preside at Board meetings. The secretary will keep minutes of the meetings and will record in a minute book the votes of the directors. The Board meeting will be conducted as required by law.

*C.6. Proxies.* Directors may vote by written proxy.

### **D. Officers**

*D.1. Officers.* The officers of the Property Owners Association are a president, vice president, secretary, and treasurer, to be elected from the Members. The vice president may also serve as treasurer. The Board may appoint other officers having the authority and duties prescribed by the Board.

*D.2. Election, Term of Office, and Vacancies.* Officers will be elected annually by the Members of the Property Owners Association at the annual meeting of the Members. A vacancy in any office may be filled by the Board for the unexpired portion of the term.

*D.3. Removal.* The Board may remove any officer whenever, in the Board's judgment, the interests of Property Owners Association will be served thereby.

*D.4. Powers and Duties.* Officers have such powers and duties as are generally associated with their respective offices and as may be specifically conferred by the Board. The president is the chief executive officer of the Property Owners Association. The treasurer has the primary responsibility for the preparation of the budget and financial reports and may delegate all or part of the preparation and notification duties to a finance committee, management agents, or both.

*D.5. Resignation.* Any officer may resign at any time by giving written notice to the Board, the president, or the secretary. Resignation takes effect on the date of the receipt of the notice or at any later time specified in the notice.

## **E. Committees**

The Board may establish committees by resolution and authorize the committees to perform the duties described in the resolution.

## **F. Miscellaneous**

*F.1. Fiscal Year.* The Board may establish the Property Owners Association's fiscal year by resolution. In the absence of a Board resolution determining otherwise, the Property Owners Association's fiscal year begins on October 1<sup>st</sup> and ends on September 30<sup>th</sup>.

*F.2. Due Date for Annual Membership Dues.* Annual Membership Dues will be due and payable each year by October 1<sup>st</sup> beginning in 2023.

*F.3. Rules for Meeting.* The Board may adopt rules for the conduct of meetings of Members, Board, and committees.

*F.4. Conflict.* The Declaration controls over these Bylaws.

*F.5. Inspections of Books and Records*

*F.5.a. Inspection by Member.* After written request to the Property Owners Association, a Member may examine and copy, in person or by agent, any Property Owners Association books. The Board may establish rules concerning the (i) written requests; (ii) hours, days of the week, and place; and (iii) payment of costs related to Member's inspection and copying of books and records.

*F.5.b. Inspection by Director.* A director has the right, at any reasonable time, and at the Property Owners Association's expense, to (i) examine and copy the Property Owners Association's books and records at the Property Owners Association's Principal Office and (ii) inspect the Property Owners Association's properties.

*F.6. Notices.* Any notice required or permitted by the Dedicatory Instruments must be in writing. Notices regarding enforcement actions must be given as required or as permitted by law. All other notices may be given by regular mail. Notice by mail is deemed delivered (*whether actually received or not*) when properly deposited with the United States Postal Service, addressed to (a) a Member at the Member's last known address according to the Property Owners Association's records and (b) the Property Owners Association, the Board, or a managing agent

at the Property Owners Association's Principal Office or another address designated in a notice to the Members. Unless otherwise required by law or the Dedicatory Instruments, actual notice, however delivered, is sufficient.

F.7. *Amendment.* These Bylaws may be amended at any time by the vote of 50.0% of the Members in the Property Owners Association. This provision will not be construed as limiting the Board's power to amend the enforcement procedures to comply with changes in law.

COLONIES UNIT NO. 9 MASTER ASSOCIATION, INC.,  
a Texas nonprofit corporation

By: Lane Boyd  
Lane Boyd, Secretary

THE STATE OF TEXAS

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COUNTY OF RANDALL

This instrument was acknowledged before me on this the 27<sup>th</sup> day of November, 2022, by Lane Boyd, Secretary of COLONIES UNIT NO. 9 MASTER ASSOCIATION, a Texas nonprofit corporation, on behalf of said nonprofit corporation.

Calandra Randolph  
Notary Public

