

AMENDED BY-LAWS  
OF  
THE ASHTON WOODS  
PROPERTY OWNERS ASSOCIATION, INC.

ARTICLE I

NAME AND OBJECTIVE OF CORPORATION

Section 1. NAME This Corporation shall be known as "The Ashton Woods Property Owners Association, Inc.," hereinafter called the "Association".

Section 2. OBJECTIVES The objectives of the Association shall be to maintain the roads situated in Ashton Woods, for the benefit of the property owners in the subdivision. Further, the Association shall act in accordance with Article 3 of the Articles of Incorporation of The Ashton Woods Property Owners Association, Inc.

ARTICLE II

MEMBERSHIP

Section 1. MEMBERSHIP The membership of the Association shall be limited to all persons who purchase a lot in Ashton Woods.

Section 2. LOT OWNER Each owner, or joint or common owner, of a Lot in Ashton Woods shall be a member of the Association.

Section 3. ANNUAL PROPERTY MAINTENANCE CHARGE FEE The owner(s) of each lot shall pay to the Association an annual property maintenance charge which owners of all lots in Ashton Woods may be required to pay in accordance with the provisions of the Declaration of Reservations and Restrictive Covenants, and any Supplemental Declarations, applicable to the subdivision.

Section 4. The annual Association dues shall be established on a yearly basis at the annual meeting of the Association. No further assessments may be made unless specifically approved by the Association at a Special Meeting of said Association called pursuant to the Articles of Incorporation of The Ashton Woods Property Owners Association, Inc., and these Amended By-Laws.

Section 5. In the event of default by any member in paying to the Association the annual property maintenance charge, such charge shall become a lien upon the member's property as provided in the Declaration of Reservations and Restrictive Covenants, and any supplements or amendments thereto for Ashton Woods. Each lot owner in default shall be obligated to pay interest at the highest legal rate allowed by law and such common charges from the due date thereof as determined by the Association, together with all expenses, including reasonable attorney fees, incurred by the Association in any proceedings brought to collect such unpaid common charges.

Section 6. VOTE Each member shall have one vote, in person or by proxy at the meeting of the members; provided, however, that if two or more members have or hold common or joint membership to any lot in Ashton Woods, only one vote shall be cast for each lot with common or joint ownership. The designation of any proxy shall be made in writing to the Secretary of the Association, and shall be revocable at any time by written notice to the Secretary by the member or members so designated. A majority of votes is required to pass on a motion in the usual course of business.

### ARTICLE III

Section 1. The officers of the corporation shall also serve as four (4) of its five (5) directors on the Board of Directors.

Section 2. **OFFICERS** *The officers of the Association shall consist of a President, Vice-President, Secretary and a Treasurer, elected as provided in Section 1 of Article V of these Amended By-Laws, and in the Articles of Incorporation of The Ashton Woods Property Owners Association, Inc.*

Section 3. **PRESIDENT AS COMMITTEE MEMBER** *The President shall be a member, ex officio of all committees.*

Section 4. *The officers of the Association must be members of the Association and shall be elected at the annual meeting of the members of said Association.*

#### ARTICLE IV

##### **MEETINGS**

Section 1. **ANNUAL MEETING OF MEMBERS** *The annual meeting of members of the Association shall be held at a date as selected by the membership at a previous annual meeting.*

Section 2. **SPECIAL MEETING OF THE ASSOCIATION** *Special meetings of the Association members may be called by the President, or upon request of ten (10) members to the President made in writing. Notice of the meeting shall be mailed to each member at least fifteen (15) days prior to the date of the said special meeting. Said notice shall state the time and place of the meeting and shall also state the purpose of said special meeting. At such special meeting there shall only be considered such business as is specified in the notice of meeting.*

Section 3. **QUORUM FOR MEMBERS OF MEETING** *At all meetings of the Association, either special or regular, the representation, in person by owners or by proxy, of twenty percent (20%) of the votes eligible to be cast in the subdivision at any annual meeting shall constitute a quorum for the conduct of business.*

Section 4. **LACK OF QUORUM** If a quorum is not present, the presiding officer may adjourn the meeting to a day and hour set by him. The members present at a duly called or held meeting at which quorum was once present may continue to do business at the meeting notwithstanding the withdrawal of enough members to leave less than a quorum. The required quorum at any subsequent meeting set by the President shall be the same as was required at the preceding meeting.

Section 5. **ORDER OF BUSINESS** At all meetings of the Association, the order of business shall be as follows:

- (a) Reading of Minutes of immediate prior meeting for information and approval.
- (b) Reports of Officers.
- (c) Reports of Committees.
- (d) Unfinished business.
- (e) New business.
- (f) Reading and approval of Minutes of meeting just had, if requested.

Section 6. **SPECIFIC LOCATION** Meetings of the Association shall be held at a suitable place convenient to the members and such a place shall be specified in the notice of meeting.

#### **ARTICLE V**

Section 1. **ELECTIONS** The term of an officer and directors of the Association shall be two (2) years and they shall be elected by majority vote of Lots represented at the annual meeting of the Association. No member may serve more than two (2) consecutive terms.

Section 2. **VACANCIES** *If a vacancy occurs among the officers, the Board of Directors shall fill said vacancy for the remainder of said officer's term.*

Section 3. **REMOVAL** *Any officer may be removed from office for cause, by the vote of members of the Association constituting 51% of the Lots represented at a regular or special meeting of the Association.*

Section 4. **NOMINATION** *At least one (1) month before the election meeting, at his/her option, the President may appoint a Nominating Committee of three (3) members of the Association whose duty it will be to nominate the officers. Sole or additional nominations may be made by any members of the Association at the election meeting.*

#### **ARTICLE VI**

##### **DUTIES OF OFFICERS**

Section 1. **PRESIDENT** *The President shall preside at all meetings of the Association and shall appoint such committees as he or the Association shall consider expedient or necessary.*

Section 2. **VICE-PRESIDENT** *In the absence of the President, the Vice-President shall perform his duties, and in the absence of both the President and Vice-President, the Treasurer shall preside and assume the duties of President. The Vice-President shall also generally assist the President and exercise such other powers and perform such other duties as shall be prescribed by the Association.*

Section 3. **SECRETARY** *The Secretary shall keep the Minutes of all meetings of the Association and shall, if requested, read such Minutes at the close of each meeting for approval if possible, and shall mail out all notices for meetings of the Association. He/she shall perform such other duties as may be required of him/her by the By-Laws as amended, the President or the Association.*

Section 4. **TREASURER** The Treasurer shall have the charge of all receipts and monies of the Association, deposit them in the name of the Association in a bank approved by the Association, and disburse funds as ordered or authorized by the Association. He/she shall keep regular accounts of his/her receipts and disbursements, submit his/her record when requested, and give an itemized statement at regular meetings of the Association. He/she, or the President or Vice-President, may sign checks and withdrawal slips on behalf of the Association upon any and all of its bank accounts, provided that each check must be countersigned by another member of the Board of Directors.

Section 5. **EXECUTION OF INSTRUMENTS** The President, Secretary or the Treasurer, shall, on being said directed by the Association, sign all leases, contracts or other instruments in writing, provided, however, that these powers are subject to the provisions of the Articles of Incorporation of The Ashton Woods Property Owners Association, Inc. Expenditures outside of the usual course of business are subject to the vote of the membership prior to their being incurred or advanced.

## **ARTICLE VII**

### **DUTIES AND POWERS OF THE BOARD OF DIRECTORS**

Section 1. **MANAGEMENT OF ASSOCIATION** The officers of the Association acting in the form of a Board of Directors shall have general charge and management of affairs, fund, and property of the Association. Said Board of Directors shall have full power, and it shall be their duty to carry out the purposes of the Association according to its Articles of Incorporation and By-laws as amended.

Section 2. The Board of Directors may make reasonable rules for the conduct of the members and their guests for the use of Association property and facilities not provided for in

these Amended By-Laws, the Declaration of Reservations and Restrictive Covenants applicable to Ashton Woods, the Articles of Incorporation of The Ashton Woods Property Owners Association, Inc., or the individual deed or deeds of members/Owners for Lots in Ashton Woods.

Section 3. ANNUAL PROPERTY MAINTENANCE CHARGE FEE The Board of Directors shall have the power to collect the annual property maintenance charge fee for which members and owners of lots in Ashton Woods are required to pay in accordance with the provisions of the Declaration of Reservations and Restrictive Covenants applicable to Ashton Woods, and impose and enforce any lien or encumbrance provided for in said Declaration of Reservations and Restrictive Covenants.

Section 4. The Board of Directors, at their discretion, shall set times and dates for meetings of the Board as agreed by a majority of the Board. There shall be no need for formal written notice of the meetings but rather, it will be left to the President of the Association, who shall be the Chairman of the Board of Directors, to schedule meetings of the Board when necessary.

#### ARTICLE VIII

##### COMPENSATION OF DIRECTORS

Neither the officers nor members serving on Committees shall receive any salary or compensation for services rendered to the Association.

#### ARTICLE IX

##### NOTICES

All notice to members shall be mailed to their addresses as given on the books of the Association, and such mailing shall constitute presumptive evidence of service thereof.

## **ARTICLE X**

### **LIABILITY OF OFFICERS**

Section 1. **LIABILITY** The officer of the Association shall not be liable to the members of the Association for any mistake of judgment, negligence or otherwise, except for their own individual willful misconduct or bad faith. The members of the Association shall indemnify and hold harmless each of the officers against any contractual liability to others arising out of contracts made by the officers on behalf of the Association unless any such contract shall have been made in bad faith and contrary to the provisions of the Articles of Incorporation or of these Amended By-Laws. It is intended that the officers shall have no personal liability with respect to any contract made by them on behalf of the Association. It is also intended that any liability of any member of the Association arising out of any contract made by said officers either individually, pursuant to authority provided hereunder, or acting as a group in the form of the Board of Directors, or out of the aforesaid indemnity in favor of such officers, shall be limited to such proportion of the total liability thereunder as this membership bears to the entire membership of the Association.

## **ARTICLE XI**

### **CORPORATE BUSINESS RECORDS**

The corporate business records of the Association shall at all times, during reasonable business hours, be subject to the inspection of any members.

## **ARTICLE XII**

### **PARLIAMENTARY RULES**

Roberts Rules of Order shall govern the conduct of the Association meetings when not in conflict with these Amended By-Laws.



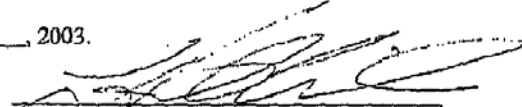
ARTICLE XIII

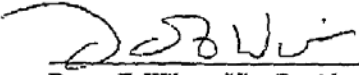
AMENDMENTS TO BY-LAWS

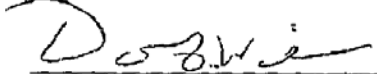
Section 1. PROPOSAL Amendments to these By-laws may be proposed by a majority of the Lots represented at an Association meeting with a quorum, whether meeting as members or by instrument in writing signed by them.

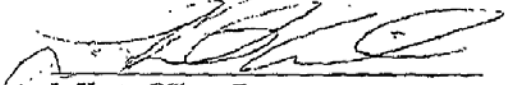
Date Adopted: November 24, 2003

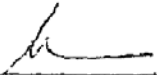
We, the below-signed officers and directors of The Ashton Woods Property Owners Association, Inc., do hereby approve the Amended By-Laws of the corporation as adopted as of the 24 day of November, 2003.

  
L. Hunter Wilson, President and Director

  
Donna F. Wilson, Vice President and Director

  
Donna F. Wilson, Secretary

  
L. Hunter Wilson, Treasurer

  
M. Shannon Brown, Director