

**BYLAWS OF
SPRINGBROOK OWNERS ASSOCIATION, INC.**

**ARTICLE I
NAME AND LOCATION**

The name of the corporation is Springbrook Owners Association, Inc., hereinafter referred to as the "Association". The principal office of the Association shall be located at a place as approved by an serving Board of Directors. The mailing address will remain PO Box 2505, Pflugerville, TX 78691. The meetings of the members and directors may be held at such places within the State of Texas, Counties of Travis or Williamson, as may be designated by the Board of Directors.

**ARTICLE II
DEFINITIONS**

Unless the context otherwise specifies or requires, the following words and phrases when used in these Bylaws shall have the meanings hereinafter specified:

Section 2.1. Articles. "Articles" shall mean the Articles of Incorporation of the Springbrook Owners Association, Inc., which will be filed in the office of the Secretary of State of the State of Texas, as the same may from time to time be amended.

Section 2.2. Assessments. "Assessment" or "Assessments" shall mean dues levied by the Association under the terms and provisions of the Declaration.

Section 2.3. Association. "Association" shall mean and refer to the Springbrook Owners Association, Inc.

Section 2.4. Association Property. "Association Property" shall mean all real or personal property now or hereafter owned by the Association, including without limitation, all easement estates, licenses, leasehold estates and other interests of any kind in and to real or personal property which are now or hereafter owned or held by the Association.

Section 2.5. Association Restrictions. "Association Restrictions" shall mean the Declaration as the same may be amended from time to time, together with the Articles, Bylaws, Committee Rules, and Association Rules from time to time in effect.

Section 2.6. Association Rules. "Association Rules" shall mean the rules and regulations adopted by the Board of Directors pursuant to the Declarations, as the same may be amended from time to time.

Section 2.7. Board. "Board" shall mean and refer to the Board of Directors, duly appointed by the members of the association, for the Springbrook Owners Association Inc.

Section 2.8. Bylaws. "Bylaws" shall mean the Bylaws of the Association, which may be adopted by the Board and from time to time be amended.

Section 2.9. Declarant. "Declarant" shall mean Springbrook Joint Venture, a Texas joint venture, and its duly authorized representatives or its successors or assigns; provided that any assignment of the rights of Declarant must be expressly set forth in writing and the mere conveyance of a portion of the Property without written assignment of the rights of Declarant shall not be sufficient to constitute an assignment of the rights of Declarant shall not be sufficient to constitute an assignment of the rights of Declarant hereunder.

Section 2.10. Declaration. "Declaration" shall mean the "Declaration of Covenants, Conditions and Restrictions-Springbrook One, Section One" recorded in Volume 87, Page 168B and 169A of the Real Property Records of Travis County, Texas and that certain "Declaration of Covenants, conditions and Restrictions –Springbrook One, Section Two" recorded in Volume 87, page 168B and 169A of the Real Property Records of Travis County, Texas, as the same may be amended from time to time.

Section 2.11. Lot. "Lot" or "Lots" shall mean any parcel or parcels of land within the Property, together with all improvements located thereon.

Section 2.12. Manager. "Manager" shall mean the person, firm or corporation, if any, employed by the Association pursuant to the Declaration and delegated the duties, powers, or functions of the Association.

Section 2.13. Member. "Member" or "Members" shall mean any person, entity or entities holding membership privileges in the Association as provided in the Declaration.

Section 2.14. Mortgage. "Mortgage" or "Mortgages" shall mean any mortgage or deed of trust covering any portion of the property given to secure the payment of a debt.

Section 2.15. Mortgagee. "Mortgagee" shall mean the holder of any lien or liens upon any portion of the property.

Section 2.16. Owner. "Owner" shall mean the person, entity or entities, including Declarant, holding a fee simple interest in any lot, but shall not include the mortgagee of a mortgage.

Section 2.17. Property. "Property" shall mean and refer to that tract or parcel of land situated in Travis County, TX, which is more fully described in the Declaration.

Section 2.18. Officers. "Officer" refers to a position appointed by the Board to include the President, Vice President, Secretary, Treasurer and other officers as the Board may create by resolution, including persons appointed by the Board to specific committees created by the Board and may include the Architectural, Park, Security and Maintenance, Restriction Compliance and Events committees created as necessary to carry out the duties of the Board.

Section 2.19. Director. "Director" refers to Board member duly elected by the membership or filling an unexpired term of a position vacated on the Board.

ARTICLE III MEETING OF MEMBERS

Section 3.1. Annual Meetings. Annual meetings shall be held at such time that the Board may determine.

Section 3.2. Special meetings. Special meetings of the members may be called at any time by the President of the Board of Directors, or upon written request of the members who are entitled to vote thirty three percent (33%) or more of the votes of the association.

Section 3.3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least ten (10) and no more than fifty (50) days before such meeting to each member entitled to vote at the meeting, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the

Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 3.4. Quorum. A quorum shall include twenty-five percent (25%) of the total votes of the membership, present in person or by proxy except as otherwise provided in the Articles, the Declaration or these Bylaws. If, however, such quorum is not present or represented at any meeting, another meeting may be called, subject to the notice requirements of Section 3.3, provided that the quorum requirement for each subsequent meeting shall be one half of the quorum requirement for the previous meeting. The Association may call as many subsequent meetings as may be required to achieve a quorum. No such subsequent meeting shall be held more than sixty (60) days following the preceding meeting.

Section 3.5. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his lot. If the proxy is not revoked in writing to the Secretary, the proxy remains in effect for a total of 12 months.

Section 3.6. Voting Rights. The right to cast votes, and the number of votes which may be cast for election of members to the Board and on all other matters to be voted on by the members, shall be in accordance with Sections 5.3 and 6.3 of the Declaration, as applicable. The owner of more than one lot may make both a motion and second a motion for any purpose.

Section 3.7. Majority Vote; Withdrawal of Quorum. When a quorum is present at any meeting of the members, the vote of the holders of a majority of the votes, present in person or represented by proxy, shall decide any question brought before such meeting unless the question is one upon which by express provision of a statute of the State of Texas, the Articles or these Bylaws, a different vote is required, in which case such express provision shall govern and control the deciding of such question. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members leaving less than a quorum.

Section 3.8. Agenda. The Secretary or other designee of the Board of Directors shall set the agenda of all meetings of members. Only those items included on the agenda will be discussed at the meetings. Voting members of the association may be included on the agenda after written request has been made to the Secretary no later than 5 days prior to the meeting.

ARTICLE IV BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE

Section 4.1. Number. A Board of five (5) duly elected Directors, except as authorized by these Bylaws Section 4.6 shall manage the affairs of the Association.

Section 4.2. Term of Office. The Term of Office for each Board member is dependent upon the seat that they are filling. At the time of this revision the seats are as follows.

Seat 1: Elected 2001, Term of 2 years, Next election 2003. (Currently filled by Matt Parker)
Seat 2: Elected 2001, Term of 2 years, Next election 2003. (Currently filled by Ray Malkiewicz)
Seat 3: Elected 2000, Term of 2 years, VACATED
Seat 4: Elected 2000, Term of 2 years, VACATED
Seat 5: Elected 2000, Term of 2 years, VACATED

The terms will henceforth be as follows:

Seat 1: Next election 2003: Term of 2 years (2005)
Seat 2: Next election 2003: Term of 2 years (2005)
Seat 3: Next election 2002: Term of 2 years (2004)
Seat 4: Next election 2002: Term of 2 years (2004)

Seat 5: Next election 2002: Term of 2 years (2004)

Elections for Board position will be referenced to the individual Seat in which the election is being held for.

Section 4.3. Removal. Any Director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation, or removal of a Director, his successor shall be selected by the remaining members of the Board and shall serve for the remainder of the year until another election at the annual meeting can be held. At that time, the individual elected will serve the remainder of the term vacated. The removal process is to be initiated by a petition of a voting member, signed by no less than 15% of the membership of the Association, stating which Director the petition refers to. The petition will be submitted to the Board of Directors for verification of the appropriate percentage of voting members and once certified will be put to the members of the association for a vote by either special meeting or mailer to the known address of each member of the association. This mailing/vote will take place no later than 10 days after receipt of a petition and upon its certification. The vote will include a copy of the petition and will address only the vote requested in the petition.

Section 4.4. Compensation. No Director shall receive compensation for any service he may render to the Association. However, any Director may be reimbursed for his/her actual expenses incurred in the performance of his duties.

Section 4.5. Action Taken Without a Meeting. The Directors shall have the right to take any action in the absence of a meeting, which they could take at a meeting by obtaining the written approval of the majority of Directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

Section 4.6. Vacancies of the Board. Should any Director position become vacant before the term expires, the Board may appoint a member to that position on an interim basis. At the next annual meeting of members a vote will be cast to fill that vacant position and the elected individual will then fill the position until the end of the term.

Section 4.7. Election of Officers. The election of officers shall take place at the first annual meeting of the Board following each annual meeting of the members.

ARTICLE V NOMINATION AND ELECTION OF DIRECTORS

Section 5.1 Nomination. Nominations for election to the Board shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board and two (2) or more Members of the Association. The Nominating Committee shall be appointed by the Board prior to each annual meeting of the Members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The nominating committee shall make as many nominations for each election to the Board as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made for among members.

Section 5.2. Election. Election to the Board shall be by secret written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI

MEETING OF DIRECTORS

Section 6.1. Regular Meetings. Regular meetings of the Board shall be held annually or such other frequency as determined by the Board, such place and hour as may be fixed from time to time by resolution of the Board. Should the meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is no a legal holiday. Regular meetings of the Board shall be available to attendance by any members and the Board shall publish the time and location of the meeting on the Associations web site and/or in the bimonthly newsletter, at least seven (7) in advance of the meeting.

Section 6.2. Special Meetings. Special meetings of the Board shall be held when called by the President of the Association, or by any two Directors, after not less than three (3) days' notice to each director. Special meetings shall be limited to emergency situations which shall be defined as issues affecting the safety, health or imminent risks to the members or association property.

Section 6.3. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board of Directors.

Section 6.4. Waiver of Notice. Before or after any meeting of the Board, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board shall be a waiver of notice by him if the time and place thereof. If all the Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

ARTICLE VII POWERS AND DUTIES OF THE BOARD

Section 7.1 –7.2

No changes

Section 7.3. Enumeration of Offices. The officers of this Association shall be a President, who shall at all times be a member of the Board, a Vice-President, a Secretary, and a Treasurer, and such other officers as the Board may from time to time create by resolution. The duties of the officers are as follows

(a) President. The President shall preside at all meetings of the Board; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.

(b) Vice-President. The Vice President, if any, shall generally assist the President and shall have such powers and perform such duties and services as shall from time to time be prescribed or delegated to him by the President or the Board.

(c) Secretary. The Secretary shall record the votes and keep the minutes of all meeting and proceedings of the Board and of the Members; keep appropriate current records showing the Members of the Association together with their addresses, and shall perform such other duties as required by the Board.

(d) Assistant Secretaries. Each Assistant Secretary, if any, shall generally assist as shall from time to time be prescribed or delegated to him or her by the Secretary, the President, the Board or any committee established by the Board.

(e) Treasurer. The Treasurer, if any, shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board; shall co-sign all checks and promissory notes of the Association; keep proper books of account in appropriate form such that they could be audited by a public account whenever ordered by the Board or the membership; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular meeting, and deliver a copy of each of the Members. In the event no Treasurer is then serving, the President shall be empowered with the Treasurer's duties.

ARTICLE VIII OFFICERS AND THEIR DUTIES

Section 8.1. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one year (1) unless he resigns sooner, or shall be removed, or otherwise disqualified to serve.

Section 8.2. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 8.3. Resignation and Removal. Any officer may be removed from office with or without cause by a majority of the Board. Any officer may resign at any time giving written notice to the Board, the President, or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 8.4. Vacancies. A vacancy in any office may be filled through appointment by the Board. The office appointed to such vacancy shall serve for the remainder of the term of the office he replaces.

Section 8.5. Multiple Offices. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 8.2.

Article IX through Article XV

No changes