

FORM

BYLAWS
OF

Barcelona Estates SubDivision Residential
Community Association

ARTICLE ONE
DEFINITIONS

“Property” shall mean all of that certain real property located in the County of El Paso, State of Texas, including the land and all easements, rights, and appurtenances thereto as described to the Declaration of Covenants, Conditions and Restrictions for Barcelona Estates SubDivision - Residential Portion as recorded under Clerk’s File No. 20060082499, Real Property Records, El Paso County, Texas.

Declaration Defined

“Declaration” shall mean that certain Declarations of Covenants, Conditions and Restrictions for Barcelona Estates SubDivision applicable to the Property, dated Aug 21st 2006, and recorded under Clerk’s File No. 20060082499, Real Property Records, El Paso County, Texas, as the same may be amended from time to time in accordance with the terms thereof. The Declaration is hereby incorporated herein by this reference.

Owner Defined

Owner shall be defined as defined in the Declaration.

Other Terms Defined

Other terms used herein shall have the meaning given them in the Declaration and are hereby incorporated by reference and made part hereof.

ARTICLE TWO
APPLICABILITY OF BYLAWS

Corporation

The provisions contained herein constitute the Bylaws of the nonprofit corporation known as Barcelona Estates SubDivision Residential hereinafter referred to as the “Association.” Community Association

Property Applicability

The provisions of these Bylaws are applicable to the Property as defined above.

Personnel Application

Any and all present or future Owner and Owners (as defined in the Declaration), tenants, future tenants, or their employees, or any other person that might use the facilities of the Property in any manner, are subject to the regulations set forth in these Bylaws. The mere acquisition of or leasing of a lot (as defined in the Declaration) will signify that these Bylaws are accepted and ratified and will be complied with by the Owner or his tenant.

ARTICLE THREE **OFFICERS**

Principal Office

The principal office of the Association shall be located at _____, El Paso Texas 799____.

Registered Office and Registered Agent

The Association shall have and shall continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the _____. The registered office may be, but need not be, identical to the principal office of the Corporation, and the address of the registered office may be changed from time to time by the Board of Trustees.

ARTICLE FOUR **QUALIFICATIONS FOR MEMBERSHIP**

Membership

The membership of the Association shall consist of all Owners.

Proof of Membership

The rights of membership shall not be exercised by any person until satisfactory proof is furnished to the Secretary of the Association that the person is qualified as an Owner. Such proof may consist of a copy of a duly executed and acknowledged deed or title insurance policy evidencing ownership of a Lot of the Property. Such deed or policy shall be deemed conclusive in the absence of a conflicting claim based on a later deed or policy.

No Additional Qualifications

The sole qualification for membership shall be ownership of a Lot of the Property. No initiation fees, costs or dues shall be assessed against any person as a condition of membership except such assessments, levies, and charges as are specifically authorized under the Articles of Incorporation or the Declaration.

Certification of Membership

There shall be no certificates evidencing membership. The Board of Trustees may determine how membership is recorded, but shall maintain a written list of Members and their last known address.

ARTICLE FIVE
VOTING RIGHTS

Voting

Voting rights are outlined under and governed by Article V of the Declaration.

Proxies

At all meetings of the Association, each Owner may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary of the Association. Every proxy shall be revocable and shall automatically cease on conveyance by the Owner of his Lot, or upon receipt of notice by the Secretary of the death or judicially declared incompetence of such Owner. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise specifically provided in the proxy.

Quorum

The presence, either in person or by proxy at any meeting, of Owners entitled to cast at least ten percent (10%) of the total voting power of the Association, shall constitute a quorum for any action, except as otherwise provided in the Declaration. In the absence of a quorum at a meeting of Owners, a majority of those Owners present in person or by proxy may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented, and any business may be transacted which might have been transacted at the meeting as originally notified.

Required Vote

The vote of the majority of the voters entitled to cast by the Owners present, or represented by proxy, at a meeting at which a quorum is present, shall be the act of the meeting of Owners, unless the vote of a greater number is required by statute or by the Declaration.

ARTICLE SIX
MEETINGS OF MEMBERS

Annual Meetings

The first meeting of the Association shall be held on the _____ in _____, 20____, at the hour of _____ o'clock p.m. Thereafter, the annual meetings of the Association shall be held on the _____ of _____ of each succeeding year at the hour of _____ o'clock p.m.

Special Meetings

Special meetings of the Owners may be called by the President, the Board of Trustees or by Owners representing at least ten percent (10%) of the total voting power of the Association.

Place

Meetings of the Owners shall be held within the Property or at a meeting place as close thereto as possible as the Board may specify in writing.

**Home Owner's Association
Proxy Form**

Each individual homeowner wishing to vote via proxy must complete this form. If a home is jointly owned or owned by more than one person, each owner must complete a separate form. Additional forms are available from any board member.

This form may be either given to a neighbor who will be attending the home owner's meeting, or may be given to the Secretary of the Association anytime prior to the vote for the measure. Proxy forms received after the vote, will not be accepted.

Home Owner Name: _____

Home Owner Address: _____

Number of Votes: _____ (Each home owner is allowed one vote, in cases where the property is owned by more than one person, each owner has a proportionate share of one vote. For example, a husband and wife who jointly own a home, would each have ½ of a vote.)

Measure: _____
(Must be completed only if options 1, 2 or 3 are selected below.)

1. I vote for the proposed measure.
2. I vote against the proposed measure.
3. I assign _____ the authority to vote on my behalf regarding this measure.
4. I assign _____ the authority to vote on my behalf regarding all current and future measures until I notify the Secretary of the Association otherwise in writing.

Home Owner Signature: _____

Date: _____

Notice of Meetings

Written notice of meetings of the Association shall be given by or at the direction of the Secretary of the Association (or other person authorized to call the meeting) by mailing or personally delivering a copy of such notice at least seven (7) but no more than fifty (50) days before such meeting, to each Owner entitled to vote at such meeting, addressed to the Owner's address last appearing on the books of the Association, or supplied by such Owner 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 nature of business to be undertaken.

Order of Business

The order of business at all meetings of the Owners shall be as follows:

- (a) Roll call;
- (b) Proof of notice of meeting or waiver of notice;
- (c) Reading of Minutes of preceding meeting;
- (d) Report of officers;
- (e) Reports of committees;
- (f) Election of Trustees;
- (g) Unfinished business;
- (h) New business;
- (i) Adjournment.

ARTICLE SEVEN **BOARD OF TRUSTEES**

General Powers

The affairs of this Association shall be managed by its Board of Trustees.

Number

The number of Trustees shall be three (3) and must be OWNERS (as defined in the Declaration). Trustees shall be elected for a term of two (2) years. One (1) Trustee shall be elected in the even numbered years and two (2) Trustees shall be elected in the odd numbered years.

Removal

Trustees may be removed from office without cause by a majority vote of the members of the Association.

Vacancies

In the event of a vacancy on the Board caused by the death, resignation, or removal of a Trustee, the remaining Trustees shall, by majority vote, elect a successor who shall serve for the unexpired term of his predecessor.

Compensation

Trustees will serve without compensation for services rendered to the Association. A Trustee may be reimbursed by the Board for actual expenses incurred by him in the performance of his duties.

Powers and Duties

The Board shall have the powers and duties, and shall be subject to limitations on such powers and duties, as enumerated in the Declaration.

ARTICLE EIGHT **NOMINATION AND ELECTION OF TRUSTEES**

Nomination

Nomination for election to the Board of Trustees shall be made from the floor and/or by the Board.

Elections

Trustees are elected at the annual meeting of the Association. Owners, or their proxies, may cast, in respect to each vacant Trusteeship, as many votes as they are entitled to exercise under the provisions of the Declaration. The nominees receiving the highest number of votes shall be elected.

ARTICLE NINE **MEETING OF TRUSTEES**

Regular Meetings

A regular annual meeting of the Board of Trustees shall be held without other notice than by this bylaw, immediately after, and at the same place as, the annual meeting of members. The Board of Trustees may provide by resolution the time and place, within the Property, or within a fifty (50) mile radius from the entrance to the property, for the holding of additional regular meetings of the Board without other notice than such resolution.

Special Meetings

Special Meetings of the Board of Trustees shall be held when called by written notice signed by the President of the Association or any two Trustees other than the President. The notice shall specify the time and place of the meeting and the nature of any special business to be considered. Notice of any special meeting must be given to each Trustee not less than three (3) days or more than fifteen (15) days prior to the date fixed for such meeting by written notice delivered personally or sent by mail or telegram to each Trustee at his address as shown in the records of the Association.

Quorum

A quorum for the transaction of business by the Board of Trustees shall be the lesser of either a majority of the number of Trustees constituting the Board of Trustees as fixed by these Bylaws or three Trustees.

Open Meetings

Regular and special meetings of the Board shall be open to all Owners, provided, however, that Owners who are not on the Board may not participate in any deliberation or discussion unless expressly so authorized by the vote of a majority of a quorum of the Board.

Executive Session

The Board may, with the approval of a majority of a quorum, adjourn a meeting and reconvene in executive session to discuss and vote on personnel matters, delinquencies, litigation in which the Association is or may become involved and other business of a confidential nature. The nature of any and all business to be considered in executive session shall first be announced in open session.

Informal Action by Trustees

Any action required by law to be taken at a meeting of the Trustees, or any action which may be taken at a meeting of the Trustees, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Trustees.

Formalities of Notices

Whenever under the provisions of the statutes, the Articles of Incorporation or these Bylaws, notice is required to be given to any Trustee or Member, and no provision is made as to how such notice shall be given, it shall be construed to mean either personal notice or notice in writing, by mail (regular or otherwise), postage prepaid, addressed to such Trustee or Member at such address as appears on the books of the Association. Any notice given at the time when same shall be thus deposited in the United States Mail as aforesaid.

Waiver

Whenever any notice is required to be given to any Member or Trustee of the Association under the provisions of the statutes, the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice shall be deemed equivalent to the giving of such notice. Signing the minutes of any meeting shall be deemed a waiver of all formalities with respect to such meeting.

ARTICLE TEN **OFFICERS**

Enumeration of Officers

The officers of the Association shall be a President and Vice President (who shall at all times be members of the Board of Trustees), and Secretary and Treasurer. The Board of Trustees may, by resolution, create such other officers, as it deems necessary or desirable.

Election and Terms

The officers of the Association shall be elected by the Board of Trustees at a regular annual meeting of the Board of Trustees. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New officers may be created and filled at any meeting of the Board of Trustees. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

Resignation and Removal

Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect at the date of receipt of such notice or at any time specified therein. Any officer may be removed from office by the Board whenever, in the Board's judgment, the best interest of the Association would be served by such removal.

Vacancies

A vacancy in an office because of death, resignation, disqualification, or otherwise, may be filled by the Board of Trustees for the unexpired portion of the term.

Multiple Offices

Any two or more offices may be held by the same person, except the office of President and Secretary.

Compensation

Officers shall serve without compensation for services rendered to the Association. However, expenses may be reimbursed for unusual activities carried out on behalf of the Association. Any officer may receive compensation rendered to the Association in other than his official capacity.

ARTICLE ELEVEN **PRESIDENT**

Duties

The President shall preside at all meetings of the Board of Trustees; shall see that orders and resolutions of the Board are carried out; shall sign all contracts, mortgages, tax returns, and other written instruments, shall sign all promissory notes; shall appoint committee chairmen and members of committees with the concurrence of the Board; and shall carry out such other duties as may be assigned by the Board or the Rules and Regulations of the Association.

ARTICLE TWELVE **VICE PRESIDENT**

Duties

The Vice President shall act in the place and stead of the President when he is absent, unable, or unwilling to act; and shall discharge such other duties as may be required of him by the Board.

ARTICLE THIRTEEN **SECRETARY**

Duties

The Secretary shall perform or cause to be performed the following secretarial activities: record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; keep the corporate seal (if any) and affix it on all papers requiring said seal; serve notice of meetings of the Board and members; keep the appropriate current records showing the ownership of Lots and membership of the Association, together with their addresses; and shall perform such other duties as required by the Board or the Rules and Regulations of the Association.

ARTICLE FOURTEEN
TREASURER

Duties

The Treasurer shall perform or cause to be performed the following financial activities: receive and deposit in appropriate bank accounts all monies of the Association and disburse such funds as directed by Resolution of the Board; sign all checks and promissory notes, prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting and deliver a copy of the budget and assessments adopted by the Board to each member. The Treasurer shall perform such other duties as required by the Board of the Rules and Regulations of the Association.

ARTICLE FIFTEEN
COMMITTEES

Committees of Trustees

The Board of Trustees, by resolution adopted by a majority of the Trustees in office, may designate and appoint one or more committees, each of which shall consist of such Members as the Board of Trustees may appoint, which committees, to the extent provided in said resolution shall have and exercise the authority of the Board of Trustees in the management of the Association. However, no such committee shall have the authority of the Board of Trustees in reference to amending, altering, or repealing of the Bylaws: electing, appointing, or removing any member of any such committee or any Trustee or officer of the Association; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another Association; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Association or revoking the proceedings therefor; adopting a plan for the distribution of the assets of the Association; or amending, altering or repealing any resolution of the Board of Trustees which, by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Trustees, or any individual Trustee, of any responsibility imposed on it or him by law.

Architectural Control Committee

There shall be an Architectural Control Committee as provided in the Declaration.

Other Committees

Other committees not having and exercising the authority of the Board of Trustees in the management of the Association may be designated by a resolution adopted by a majority of the Trustees present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Association, and the President of the Association shall appoint the members thereof. Any member thereof may be removed by person or persons authorized to appoint such member whenever in their judgment the best interests of the Association shall be served by such removal.

Term of Office

Each member of a committee shall continue as such until the next annual meeting of the Members of the Association and until a successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Chairman

One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Vacancies

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in case of original appointments.

Quorum

Unless otherwise provided in the resolution of the Board of Trustees designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which quorum is present shall be the act of the committee.

ARTICLE SIXTEEN
FISCAL YEAR

The fiscal year of the Association shall be fixed by resolution by the Board of Trustees.

ARTICLE SEVENTEEN
AMENDMENT OF BYLAWS

These Bylaws may be amended, altered, or repealed at a regular or special meeting of the Association, by the affirmative vote in person or by proxy of Owners representing a majority of quorum of the Association.

Executed as of the 3rd day of Sept, 2010.

Ray W. Wall
President, Trustee

Harvey D Joseph
Vice President, Trustee

William J. Swan
Secy, Trustee