

## **Cypress Mill Neighborhood Association (CMNA) By-Laws, Revised**

The name of the organization shall be known as the Cypress Mill Neighborhood Association, a Texas nonprofit corporation. ("**CMNA**" or "**Association**"). This revised document supersedes any/all prior versions of the Cypress Mill Neighborhood Association By-Laws in their entirety including the previously recorded By-Laws recorded in Document No. 2009012121 of the Official Public Records of Williamson County, Texas.

The restrictive covenants for Cypress Mill I Section I were filed of record in Volume 1554, Page 130 of the Official Public Records of Williamson County, Texas. The restrictive covenants for Cypress Mill I Section II were filed of record in Vol. 2075 Page 531; for Section III in Vol. 2344 Page 354; for Section IV in Vol. 2626 Page 824; and for Section V in Doc. No 9613132, all of the Official Public Records of Williamson County, Texas (together with all amendments, the "DCCR's").

### **Article I - SCOPE OF BY-LAWS**

These By-Laws govern the responsibilities and/or obligations of the Cypress Mill Neighborhood Association; its members, officers, committees, and the Cypress Mill Architectural Committee.

### **Article II - DEFINITION OF TERMS**

<b>Association</b>	The collective group of Lot owners of Lots participating as members in the Cypress Mill Neighborhood Association ("CMNA").
<b>Committee</b>	A group of members who form a committee for the benefit of the CMNA (e.g. Membership Committee).
<b>Common Maintenance Areas</b>	Common Maintenance areas include the marquees located at the front of Cypress Mill at the intersection of Little Elm Trail and RR 620, and at the corner of Little Elm Trail and Chimney Swift. Maintenance of the marquees will include: lighting, water for sprinklers, landscaping, and all necessary materials and services for the maintenance of these areas as required.
<b>DCCR's</b>	Declaration of Covenants, Conditions and Restrictions for Cypress Mill, as further described above.
<b>Development</b>	All sections of the Cypress Mill land development described by the DCCR's as defined herein.
<b>Lot</b>	A Lot shall be defined as all legal residential lots according to plat for any property described in the DCCR's.

### **Article III - PURPOSE**

The purpose of the Cypress Mill Neighborhood Association shall be:

- A) To provide a united means of upkeep of any Common Maintenance Areas in the Development;
- B) To provide a communication forum for the members of the Association utilizing newsletters, meetings or other communication forums;

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- C) To provide for community activities to promote growth and fellowship between the Development and surrounding communities; and
- D) To provide a united voice for conveying the desires of the Association concerning issues affecting the Development to the Cedar Park City Council or other appropriate organizations.

**Article IV - MEMBERSHIP**

**Section 1 - General**

Membership in the Association is voluntary, but strongly encouraged in order to, at a minimum, maintain the Common Maintenance Areas and provide funds for enforcement of the DCCR's. Membership is open to all Lots of the Development that qualify under the provisions set forth in Section 2, "Qualifications" below.

**Section 2 - Qualifications**

Qualifications for membership by a Lot Owner in the Cypress Mill Neighborhood Association shall include the following. Membership is automatically deemed terminated should an owner no longer comply with any of the following qualifications:

- A) The full-time, permanent residence address of the Lot must be within the domain of the Development;
- B) The residence must be currently active with the exception of vacations, business travel, or other temporary leaves; and
- C) The membership dues shall be \$25.00 per year per Lot. Dues shall be paid to the Treasurer of the Association by December 31st of each year. Membership Dues may be subject to increase upon an affirmative vote of a simple majority of the CMNA members present at a meeting.

**Section 3 - Voting Rights**

Each Lot that is qualified for membership in the CMNA on the date of a meeting shall have one (1) vote at that meeting. The vote may be exercised by any one person who is an owner of that Lot, and who is at least eighteen (18) years of age.

**Article V - EXECUTIVE BOARD AND ELECTIONS**

**Section 1 - Definition**

The Executive Board will be comprised of five (5) elected directors ("Directors" comprising the "Executive Board"). Once elected the Directors will elect officers from among themselves, such officers consisting of the President, Vice President, Secretary, Treasurer and Chairperson of Committees. The Executive Board may carry out its responsibilities, as described herein, even if its membership consists of less than five (5) elected Officers at any time.

The function of the Executive Board will be to coordinate the individual Officers' duties and to carry out the purpose of the Association. The Executive Board will have on file the list of all Executive Board members, and Cypress Mill Architectural Control Committee ("CMACC") members and any other committee members who serve on a committee in the Association. The role of the CMACC is based on enforcement of Covenants and Deed Restrictions that are legally binding on all homeowners in the Development. All committee server at the pleasures of the Executive Board.

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**Section 2 - Nominations**

- A) A nominating committee consisting of a chairperson and two (2) members shall be appointed for the purpose of providing the general membership, at the CMNA annual meeting designated for elections, a list of names as candidates for consideration on the Executive Board; and
- B) Nominations from the floor will be accepted during regular elections.

**Section 3 - Elections**

Regular elections will be held during the CMNA annual meeting in June of each year. Each officer of the Executive Broad will be chosen in a separate election in the June CMNA meeting of members. The candidates who receive the most votes shall be elected to the office, even if the candidate does not receive a majority of the votes. The term of office for the newly elected board member shall be one year, or until his or her successor is elected or appointed.

**Section 4 - Terms of Office; Vacancies**

Terms of office for all Directors and Officers will be 12 months, or until a successor is elected or appointed. Any vacancies may be filled by a majority vote of the remaining Directors, and the appointed replacement will serve out the remaining term of the Director replaced.

**Section 5 - President**

The President shall have the following functions and responsibilities:

- A) Preside at all meetings of the Executive Board, general and special meetings of the Association;
- B) Make interim appointments as needed with the majority approval of the Executive Board;
- C) Can sign all Association checks in absence of a Treasurer, with the approval of a simple majority of the executive board;
- D) Serve as ex-officio member of all committees except that of the nominating committee;
- E) Prepare an annual financial budget with assistance of the Executive Board and Committees, as necessary, for approval at the August CMNA Meeting; and
- F) Call special meetings as necessary.

**Section 6 - Vice President**

The Vice President shall perform the duties of President, in the President's absence, and shall perform such duties as are assigned by the President.

**Section 7 - Secretary**

The Secretary shall record the minutes of the proceedings of the Executive Board and membership meetings and shall handle all correspondence for the Association. The Secretary shall keep a current list of members, which may be provided by another Committee (e.g., Membership Committee), for use at meetings to determine the number of members who are entitled to vote.

**Section 8 - Treasurer**

The Treasurer shall perform the following duties:

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- A) Responsible for the funds of the Association resulting from collection of dues or other funds as may be acquired by the Association from time to time for depositing all dues/funds in the Associations' bank account;
- B) Provide an annual, or in the Board's direction semi-annual financial report to the membership;
- C) Can sign all Association checks; and
- D) Assist with collection of all dues and/or fees collected by the Association and maintain accurate records of all financial transactions for the Association; in addition to reporting to the Executive Board when deemed necessary by the Board.

**Section 9 – Committees and Chairperson of Committees**

The Executive Board may in its discretion appoint one or more Committees, whose duties shall be proscribed by the Executive Board. The Executive Board member serving as the Officer of Chairperson of Committees shall have the following functions and responsibilities:

- A) Make recommendations concerning the addition and/or deletion of any current or proposed committees;
- B) Appoint a committee head immediately following creation of each committee; and
- C) Serve as an ex-officio member of any/all committees.

**Section 10 - Cypress Mill Architectural Control Committee (CMACC)**

The Cypress Mill Architectural Control Committee (CMACC) is a committee of volunteer representatives that exercise their best judgment to see that all improvements and structures in the Development conform to and harmonize with the existing surrounding structures as described in the Covenants and Deed Restrictions for each Section of Cypress Mill 1. The role of the CMACC is an entity separate from the Executive Board of the Association. The CMACC is a committee in the Association, as set forth in the DCCR's. The CMACC will work with the Executive Board, as necessary, to ensure that the DCCR's are adhered to by all Lots in Cypress Mill irrespective of whether or not they are members of the Association. Additionally, the CMACC will require funds from the CMNA in order to carry out their duties as described herein.

There may be as many as five (5) members of the CMACC; whose primary responsibility will be to address the violations of the DCCR's in Cypress Mill. At any time, there may be less than five (5) members serving on the CMACC who may reside in any Section of Cypress Mill.

The CMACC members must be members of the Association, but need not be members of the Executive Board.

A CMACC member must recuse himself or herself from any vote on a matter which directly affects property that he or she owns.

**Article VI - MEETINGS OF MEMBERS**

**Section 1 - Time and Location**

An annual meeting of the Association shall be held once each year, on the second Tuesday of June, at 7:00 p.m., at a location to be announced in the newsletter, or other communication vehicle, or at an alternate time and date as determined by the Executive Board.

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"Special Meetings" of the Association may be called from time to time by the Executive Board or CMACC members. Notices must be delivered to all CMNA members, paid for either by the Association or at the requesting parties own expense, prior to such meetings.

**Section 2 - Distribution of Notices**

Notices of association-wide meetings shall be given at least ten calendar days prior to a meeting. Notice may be given by mail, email to those owners having email addresses registered with the association, posting in a conspicuous place in the community, or hand delivery.

The notice of the annual meeting need not state the purpose of the meeting, nor does such a notice need to set forth any resolutions, proposals, motions, or other matters to be considered at the regular meeting. The notice of a special meeting must set forth the general purpose of the meeting. No matters may be considered by the CMNA members at a special meeting unless they are described in the notice for that meeting.

**Section 3 - Votes of Members at Meetings**

The CMNA membership will use their best efforts to act by consensus. However, if a consensus is not available on a resolution, motion, proposal, or other matter, the matter will be voted on by the members. Any member may vote at any meeting of members, either in person, by proxy, or by absentee ballot. Unless otherwise specified in these By-Laws, a majority of the votes that are cast shall constitute an action of the members and of the Association.

An absentee ballot must be received by the Secretary by any deadline stated in the meeting notice in order to be counted. A member may give its proxy to another member, but not a nonmember, for any or all votes to be taken at a meeting. All such proxies must be in writing, signed by an owner of the property, and must be actually received by the Secretary by any deadline stated in the notice of meeting in order to be counted. If no deadline is stated in the meeting notice, absentee ballots and proxies must be received by the Secretary prior to the start of the meeting in order to be counted.

A proxy may instruct the holder to vote in specific ways, or allow the holder to vote in any manner that the holder sees fit. A proxy is valid for a single meeting, only.

**Section 4 - Conduct of Meetings of Members; Quorum**

Members holding one-tenth of the votes that may be cast at a meeting who attend the meeting in person or by proxy or by filing an absentee ballot will constitute a quorum at a meeting of members. The members present at a duly called or held meeting at which a quorum is present may continue to transact business, even if enough members leave so that less than a quorum remains. Any business may be considered at a regular meeting of members. Any member may make a resolution or motion to be voted on by the members, or make any other request for a vote of the members at a regular meeting. Meetings shall be open to any person. Any person may be heard on any matter, but only members may vote, introduce resolutions, make motions, or call for votes of members. The Executive Board may place time limits on any person wishing to address the Association. Any action which may be taken at a meeting may be taken without a meeting upon receiving the same number of votes as would be required to take action at a meeting.

**Article VII - AMENDMENTS**

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**Section 1 - General Amendments**

These By-Laws may be amended at a general meeting or a meeting called for the purpose of amending the By-Laws as follows:

- A) Notice and copies of proposed amendments shall be made available to the membership not less than ten days prior to the meetings and shall include an absentee voting ballot; and
- B) There must be an affirmative vote to the proposed amendment by at least a simple majority of the votes cast, in person, by proxy, or by absentee ballots received.

**Section 2 - By-Law Review**

A By-Law review committee may be appointed by the Executive Board to periodically review the current By-Laws. These duties may also be performed by the Executive Board and/or CMACC.

**Article VIII - GENERAL BUSINESS**

Any business brought before the membership of the Association, not including Amendments to the By-Laws, shall be known as general business; and

Any general business motion to carry will require a simple majority of the votes cast, in person, by proxy, or by absentee ballot, in order to carry.

**Article IX - GROUNDS MAINTENANCE**

**Section 1 - Committee to maintain the Common Maintenance Areas**

The Executive Board, or Chairperson of Committees, will be responsible for coordinating a committee; to include a committee chairman to ensure the upkeep of marquees, lighting, landscape, sprinklers and other reasonable and/or necessary materials or services; as described in these By-Laws.

**Section 2 - Bills associated with Common Maintenance Areas**

All bills/fees associated with maintenance of the Common Maintenance Areas will be collected on a timely basis and will be forwarded to the Treasurer, or his/her designee as set forth in Article V, Section 8, "Treasurer" for payment in accordance with the payment terms.

Adopted \_\_\_\_\_, 2009

**Cypress Mill Neighborhood Association**

**By:** \_\_\_\_\_

**Title:** \_\_\_\_\_

**Revised: May 2009**

State of Texas  
County of Williamson

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STATE OF TEXAS

COUNTY OF \_\_\_\_\_

This instrument was acknowledged before me on the \_\_\_\_\_ day of \_\_\_\_\_, 2009, by \_\_\_\_\_ in the capacity stated above.

\_\_\_\_\_  
Notary Public, State of Texas