

BY-LAWS  
OF  
GLENWOOD SUBDIVISION ASSOCIATION, INC.

ARTICLE I  
NAME AND LOCATION

The name of the corporation is "Glenwood Subdivision Association, Inc.". The principal office of the corporation shall be located at 4418 Glenwood Richmond, Texas 77469, but meetings of members and/or directors may be held at such places within the State of Texas, County of Harris or County of Fort Bend, as may be designated by the Board of Directors.

ARTICLE II  
DEFINITIONS

Section 1. "Association" shall mean and refer to Glenwood Subdivision Association, Inc., a Texas non-profit corporation, its successors, and assigns.

Section 2. "Properties" shall mean and refer to that certain property or properties described in the Deed Restrictions Glenwood Subdivision (Section I), and the Deed Restrictions Glenwood Subdivision (Section II) for Glenwood, a Subdivision in Fort Bend County, Texas, and any additional properties which may hereafter be brought within the jurisdiction of the Association.

Section 3. "Lot" shall mean and refer to the original individual tracts I offered for sale by MAHA Inc. as noted on the preliminary unrecorded plat dated March 1979 on file at the office of Hajdik Properties, Inc., in Rosenberg, Texas.

Section 4. "Owner" shall mean and refer to the record owner, whether one or more entities, of the fee simple title to any lot which is a part of the properties including contract sellers, but excluding those having such interest merely as security for the performance of any obligation.

Section 5. "Deed Restrictions" shall mean and refer to the Deed Restrictions Glenwood Subdivision as recorded in Fort Bend County, Texas Records Volume 847, Page 629 and as amended in Volume 1637, Page 423 with respect to lots in Section I or Deed Restrictions Glenwood Subdivision Section II as recorded in Fort Bend County, Texas Records Volume 985, Page 463 with respect to lots in Section II and as either set of Deed Restrictions may be amended from time to time as therein provided.

Section 6. "Member" shall mean and refer to those persons entitled to membership as provided in the Deed Restrictions and shall be entitled to one vote per lot owned.

Section 7. "Resident" Members shall mean and refer to those members whose permanent legal residence is Glenwood Subdivision, Fort Bend County, Texas and shall be entitled to one vote per dwelling unit irrespective of the number of lots owned.

ARTICLE III  
MEETING OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the members shall be held on the third Thursday of January within one year from the date of incorporation of the Association and each subsequent regular annual meeting of the members shall be held on or before January 31st of each year thereafter, at the hour of 7:00 p.m., at the principal office of the corporation or at such other place as

may be determined by the Board of Directors.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the president or by the Board of Directors or upon written request of the members who are entitled to vote one-fourth (1/4) of all the votes.

Section 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, not less than fifteen (15) nor more than fifty (50) days before such meeting to each member entitled to vote, thereat, 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 the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Deed Restrictions, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 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.

Section 6. Action Without A Meeting. Any action which may be required or permitted to be taken at a meeting of the members of the Association may be taken without a meeting if consent in writing, setting forth the action so taken is signed by all of the members of the Association. However, approval of an increase in the annual maintenance fee required by the Deed Restrictions requires only such written consent of a majority of the resident members of the Association. Such consent shall be placed in the minute book of the Association with the minutes of the Board of Directors. Any action so approved shall have the same effect as though taken at a meeting of the members of the Association.

#### ARTICLE IV BOARD OF DIRECTORS

Section 1. Board of Directors. The affairs of this Association shall be managed by a Board of five (5) Directors, who shall be members of the Association.

Section 2. Term of Office. The initial directors for the Association set forth in the Articles of Incorporation shall hold office until the first annual meeting. At the first annual meeting following incorporation the members shall elect two directors for a term of one year and three directors for a term of two years; and at each annual meeting thereafter the members shall elect two directors in one year and three directors in the next year in continuing sequence, all for a term of office of two years. No member shall hold a director's position longer than two (2) consecutive terms (4 years); thereafter the member shall be ineligible and must layoff the Board of Directors for a period of one year. If the Nominating Committee is unable to find an eligible member willing to serve and no eligible member is nominated from the floor at the annual meeting then and only then may the layoff period for the ineligible member be waived and such ineligible member stand for election.

Section 3. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine. Such nominations may be made among eligible members.

Section 4. Election. Election to the Board of Directors shall be by secret written ballot. At such

election the members or their proxies, may cast, in respect of each vacancy, as many votes as they are entitled to cast under the provisions of the Deed Restrictions. The persons receiving the largest number of votes shall be elected. Cumulative voting shall not be permitted.

Section 5. 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 elected by the remaining members of the Board and shall serve for the un-expired term of his predecessor.

Section 6. Compensation. No director shall receive compensation for any services he may render to the Association; provided, however, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

#### ARTICLE V MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held annually without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Association or by any director after not less than three (3) days notice to each director, which such notice shall be waived at or prior to such meeting.

Section 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.

Section 4. Action Without a Meeting. Any action which may be required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken is signed by all of the members of the Board of Directors. Such consent shall be placed in the minute book of the Association with the minutes of the Board of Directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

#### ARTICLE VI POWERS AND DUTIES OF THE ASSOCIATION

Section 1. Powers. The Association, by and through its Board of Directors shall have the following rights and powers:

(a) suspend the voting rights and right to the use of any facilities or services provided by the Association of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations.

(b) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Deed Restrictions; with respect to approving Deed Restriction revisions the Directors shall not approve any revision which does not provide for like application of the Deed Restrictions to all sections of Glenwood Subdivision;

(c) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors;

(d) employ a manager, an independent contractor, or such other employees as it deems

necessary, and to prescribe their duties and the terms of the employment;

(e) to exercise such other rights and powers granted to it under the Deed Restrictions, the Articles of Incorporation of the Association, or these By-Laws.

Section 2. Duties. It shall be the duty of the Association, by and through its Board of Directors, too:

(a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of its members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the members who are entitled to vote;

(b) supervise all officers, agents, and employees of this Association, and to see that their duties are properly performed;

(c) fix, within the limits set by the Deed Restrictions, the amount of the annual assessment against properties subject to the jurisdiction of the Association and take such actions as it deems appropriate to collect such assessments and to enforce the liens given to secure payment thereof (for increases in the assessment to more than 120% of the amount of the assessment in the preceding calendar year a written vote of the resident members in accordance with the Deed Restrictions, Section II Paragraph C, must be taken);

(d) send written notice of each assessment to every Owner subject to at least thirty (30) days in advance of each annual assessment period;

(e) issue, or cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states that an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(f) procure and maintain such liability and hazard insurance as it may deem appropriate on any property or facilities owned by the Association; and

(g) cause any officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.

## ARTICLE VII OFFICERS AND THEIR DUTIES

Section 1. Enumeration of offices. The officers of the Association shall be a President, a Vice President, a Treasurer and a Secretary all four (4) of whom shall be at all times members of the Board of Directors. Additionally the officers of this Association shall include any other such officers as the Board may from time to time by resolution create, which officers may or may not be members of the Board of Directors.

Section 2. Election of Officers. The election of officers shall take place at the first Board of Directors meeting following annual meeting of the members. Nominations for officers shall be made by the Nominating Committee and may be made from the floor at this meeting of the Directors.

Section 3. Term. The officers of this Association shall be elected annually by the Directors and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve. An officer may be reelected in consecutive years to the same or other office of the Association.

Section 4. 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 5. Authority to Sign Checks. The Board, from time to time, may authorize any person or

\* persons, who need not be officers or directors of the Association, to sign checks for the Association. Such agents may be authorized to sign checks singly of fifty dollars (\$50.00) or less. Checks of amounts greater than fifty dollars (\$50.00) will require joint signatures at all times. The Board may at any time rescind and revoke such authority granted to any person. Such authority may be given to a person or persons in conjunction with or in lieu of the authority of the treasurer to sign checks.

Section 6. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by 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 7. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 8. Multiple Offices. No person shall simultaneously hold both the offices of president and secretary. 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 4, of this Article.

Section 9. Duties. The duties of the officers of the Association are as follows:

President

(a) The president shall preside at all meetings of the Board of Directors of the Association; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments; shall co-sign all promissory notes and shall serve as a non-voting ex officio member of the Board of Directors in the year following his term as president if he is not serving as a director in the year following his term as president.

Vice President

(b) The vice president shall act in the place and stead of the president in the event of his absence, inability or refusal to act and shall exercise and discharge such other duties as may be required of him by the Board.

Secretary

(c) The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings 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.

Treasurer

(d) The treasurer shall receive and deposit in appropriate bank accounts all moneys of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall send notice of all assessments to each member, shall be responsible for advising members of overdue payments and shall notify the Board of Directors of need for pursuit of legal action against a member in connection with failure to pay any assessment; shall sign all checks and promissory notes of the Association; prepare an annual budget and keep proper books of account; and keep accurate books and records of the fiscal affairs of the Association and make the same available for inspection by members of the Association during normal business hours.

ARTICLE VIII  
COMMITTEES

Section 1. General. The Association through the Board of Directors shall appoint an Architectural Control Committee, as provided in the Deed Restrictions, and a Nominating Committee, as provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose. Any action by any committee shall not be considered an action of the Association until such time as it is approved by the Board of Directors or the Association, unless such committee satisfies the following:

(a) such committee is designated by resolution by a majority of the directors in office to have the authority to act for the Board of Directors, and

(b) such committee consists of two or more persons, a majority of whom are directors. Committees so formed shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him by law.

Section 2. Architectural Control Committee. The Architectural Control Committee shall consist of a chairman who shall be a member of the Board of Directors and two or more persons who may or may not be members of the Association. The term of appointment shall be one (1) year and when possible at least one committee member shall be an Architectural Control Committee member from the previous year. The Architectural Control Committee shall function under the By-Laws of the Association to fulfill the requirements outlined in the Deed Restrictions. The chairman of the Architectural Control Committee shall notify the president upon receipt of any request of action of the Architectural Control Committee by an Association member such that appropriate scheduling of a meeting of the Board of Directors can be made, or, if the Architectural Control Committee is functioning under the provisions of Section 1 Paragraph (a) and (b) of this Article, then the chairman shall keep the president apprised of the committee's actions by copying same on all of its correspondence and actions. The Architectural Control Committee shall prepare such procedures and bulletins as may be required to facilitate its function, but it shall not in and of itself have any authority to deviate from the requirements of the Deed Restrictions.

Section 3. Nominating Committee. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors 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 submit at the annual meeting of the members, nominations for directors. The Nominating Committee shall advise the Board of Directors of the Committee's recommendation for board nominees to be presented at the annual meeting of the members. No further action shall be taken by the Board of Directors unless vacancies have no nominee. Additionally the Nominating Committee may function to assist the Board of Directors in filling any vacancies that may arise during the year.

#### ARTICLE IX BOOKS AND RECORDS

The books, records, and papers of the Association shall at all times during reasonable business hours be subject to inspection by any member. The Deed Restrictions, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

#### ARTICLE X ASSESSMENTS

As more fully described in the Deed Restrictions each member is obligated to pay to the Association an annual maintenance assessment, which is secured by a continuing lien upon the property against which the assessment is made. In addition to such annual maintenance assessments, a majority of the resident members may approve special assessments as recommended by the Board of Directors. Such assessments shall also be secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at 10% per annum or at a rate equal to the prime rate charged by a major lending institution to be designated by resolution of the Board of Directors on or before January 1 of each year, compounded monthly and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interests, costs, and reasonable attorneys fees of any action shall be added to the amount of such assessment. No owner may waive or otherwise escape liability for the assessments provided for herein by nonuse of the facilities or services provided by the Association or by abandonment of his Lot.

#### ARTICLE XI CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words "Glenwood Subdivision Association, Inc." and within the center the word "TEXAS".

#### ARTICLE XII AMENDMENTS AND CONFLICT

Section 1. Amendment. The By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy, or by a majority vote of the Board of Directors at any meeting of the Board of Directors. All amendments shall be by "page.wise" revision method or by a total revision method and all changes shall be highlighted by change bars in the right hand margin. Replacement pages for a "page wise" revision shall have a revision date "Rxx/xx" added to the page and shall be issued with a new signature page which annotates which pages have been revised since the original issue or last total revision.

Section 2. Conflict. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control, and in the case of any conflict between the Deed Restrictions and these By-Laws, the Deed Restrictions shall control.

#### ARTICLE XIII MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

## REVISION SUMMARY AND CERTIFICATION

These By-Laws were originally adopted by all of the current Board of Directors of Glenwood Subdivision on the 17th day of April 1985 and have been revised as noted and certified below.

\* Article I, Article VI Section 1 (b) were revised in Directors meeting of May 21, 1985

\* Article X was revised in Directors meeting of July 2, 1985

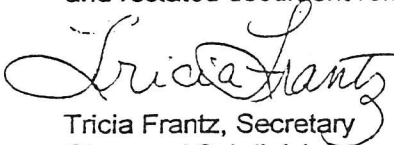
\*Article VII Section 2, Article VII Section 3, and Article VIII Section 3 were revised in Directors meeting of April 11, 1994

\*Article VII Section 1, Article VII Section 5, and Article VIII Section 3 were revised in Directors meeting of February 8, 2000

\*Article IV Section 2, Article IV Section 3 were revised in Directors meeting of August 24, 2000.

\* Article III Section 1 was revised in Directors meeting of January 2000.

I, Tricia Frantz, being the Secretary to Glenwood Subdivision Association, Inc., do hereby certify that the above noted revisions are true and correct actions of the Board of Directors of Glenwood Subdivision Association Inc. and that this document, a total revision, indicated Rev.02-08-00 in footer, is an amended and restated document reflecting the revisions noted above.



Tricia Frantz, Secretary  
Glenwood Subdivision Association, Inc.

31000 1 story  
32000 2 story