

BYLAWS
OF
WESTHEIMER PLACE COMMUNITY IMPROVEMENT ASSOCIATION

ARTICLE I

NAME AND LOCATION

The name of the corporation is WESTHEIMER PLACE COMMUNITY IMPROVEMENT ASSOCIATION, hereinafter referred to as the "Association". The principal office of the corporation shall be located at 4669 Southwest Freeway, Suite 720, Houston, Texas 77027, but meetings of members and trustees may be held at such places within the State of Texas, County of Harris, as may be designated by the Board of Trustees.

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to WESTHEIMER PLACE COMMUNITY IMPROVEMENT ASSOCIATION, 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 Declaration of Covenants, Conditions and Restrictions for WESTHEIMER PLACE, SECTION ONE (1), a subdivision in Harris 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 a plot of land subject to the jurisdiction of the Association as is more fully specified in the Declaration and any supplemental Declaration (as that term is used in Article VII of the Declaration).

Section 4. "Owner" shall mean and refer to the record owner, whether one or more persons or entities of the fee simple title to any Lot which is a part of the Properties subject to a maintenance

charge assessment by the Association, including contract sellers, but excluding those having such interest merely as security for the performance of any obligation.

Section 5. "Declarant" shall mean and refer to COMMONWEALTH DEVELOPMENT CO., a Texas corporation, its successors and assigns as the Declarant as defined in the Declaration.

Section 6. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions for WESTHEIMER PLACE, SECTION ONE (1), a subdivision in Harris County, Texas, as recorded in the Official Public Records of Real Property of Harris County, Texas, and any additions or supplements thereto.

Section 7. "Member" shall mean and refer to those persons entitled to membership as provided in the Articles of Incorporation of the Association. The Association shall have two classes of membership, Class A and Class B. Class A members shall be all those owners as defined herein in Article II, Section 4, with the exception of the Declarant. The Class B member shall be the Declarant. Each class shall have such voting rights as are designated herein.

ARTICLE III

MEETING OF MEMBERS

Section 1. Annual Meetings. The regular annual meetings of the members of the Association shall be held on the first Monday in April of each year beginning in 1979, at 10:00 A.M., at the principal office of the Association. If such date for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

Section 2. Special Meetings. Special Meetings of the members

may be called at any time by the president or by the Board of Trustees, or upon written request of the members who are entitled to vote one-fourth ($\frac{1}{4}$) of all of the votes of the membership.

Section 3. Notice of Meetings. Written notice of each special meeting of the members shall be given by, or at the direction of, the secretary or any person or persons authorized to call a meeting, by mailing a copy of such notice, postage paid, at least fifteen (15) 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. Notice of annual meetings shall not be required, but may be given in a like manner.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth ($\frac{1}{10}$) of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. 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 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. Voting Rights. Class A members shall be entitled to one vote for each Lot in which they hold the interest required for membership. When more than one person or entity holds such interest in any Lot, all such persons or entities shall be members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot. The Class B member shall be entitled to three (3) votes for each Lot in which it holds the interest required for membership; provided, however, that the Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (b) on December 31, 1989.

The Class A and Class B members shall have no rights as such to vote as a class, except as may be required by the provisions of the Declaration.

ARTICLE IV

BOARD OF TRUSTEES

Section 1. Board of Trustees. The affairs of this Association shall be managed by a Board of five (5) trustees, who need not be members of the Association. Such number may be increased or decreased by Amendment to these Bylaws; provided, however, that the number of trustees may not be decreased below the minimum number of trustees required by law.

Section 2. Term of Office. The initial trustees for the Association set forth in the Articles of Incorporation shall hold office until the first annual meeting. At the annual meeting of 1979, the members shall elect one trustee for a term of one year, two trustees for a term of two years, and two trustees for a term of three years; at each annual meeting thereafter the members shall elect that number of trustees equal to the number of trustees whose terms expire at such time, for three-year terms of office.

Section 3. Nomination. Nomination for election to the Board of Trustees 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 of Trustees, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Trustees 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. The Nominating Committee shall make as many nominations for election to the Board of Trustees 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 from among members or non-members.

Section 4. Election. Election to the Board of Trustees 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 Declaration. The persons receiving the largest number of votes for each vacancy shall be elected as trustee for such position. Cumulative voting shall not be permitted.

Section 5. Removal. Any trustee may be removed from the Board, with or without cause, by a majority vote of the members, present in person or by proxy, of the Association at a regular meeting or at any special meeting called for such purpose. In the event of death, resignation or removal of a trustee, his successor shall be selected by the remaining member or members of the Board and the new trustee shall serve for the unexpired term of his predecessor.

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

ARTICLE V

MEETINGS OF TRUSTEES

Section 1. Regular Meetings. Regular meetings of the Board of Trustees 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 Trustees may be held when called by the president of the Association or by any trustee by giving not less than three (3) days' oral or written notice of such meeting to each trustee, which notice may be waived at or prior to such meeting.

Section 3. Quorum. A majority of the total number of trustees as provided in these Bylaws shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority

of the trustees present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Section 4. Action Taken Without a Meeting. The trustees 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 all of the trustees. Any action so approved shall have the same effect as though taken at a meeting of the trustees.

ARTICLE VI

POWERS AND DUTIES OF THE BOARD OF TRUSTEES

Section 1. Powers. The Board of Trustees shall have the following rights and powers:

(a) to construct, manage and maintain any Common Properties and Facilities which may be located in the Properties; and to make assessments annually therefor, and for other purposes, all pursuant to the Declaration;

(b) to charge reasonable admission and other fees for the use of any recreational facilities located on any Common Properties, and to make, publish and enforce reasonable rules and regulations governing the use and enjoyment of any such Common Properties and Facilities, or any part thereof, all of which reasonable rules and regulations shall be binding upon, complied with, and observed by each Member. These rules and regulations may include provisions to govern and control the use of any Common Properties and Facilities by guests and invitees of the Members, including, without limitation, the number of guests or invitees who may use any such Common Properties and Facilities, or any part thereof, at the same time;

(c) to suspend the voting rights of a Member and his right and the rights of the members of his immediate family residing with him and his guests, to use any recreational Common Facility or any Common Properties during the period he is in default in excess of thirty (30) days in the payment of any maintenance charge assessment against his Lot; and to suspend such rights for a period not to exceed sixty (60) days for any infraction of its published rules and regulations;

(d) to enter into management and/or operating contracts or agreements relative to the maintenance and operation of any Common Properties and Facilities, in such instances and on such terms as the Board of Trustees may deem appropriate; to operate any recreational facilities and related concessions located on any such Common Properties; to enter lease agreements or concession agreements granting leasehold, concession, or other operating rights relative to any recreational facilities located on any such Common Properties in such instances and on such terms as the Board of Trustees may deem appropriate.

(e) to exercise such other rights and powers granted to this Association and not reserved to the membership by the Declaration, the Articles of Incorporation of the Association, or other provisions of these Bylaws.

Section 2. Duties. It shall be the duty of the Board of Trustees to:

(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 the members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Class A 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 the date of commencement and the amount of the initial annual assessment, and thereafter to fix the amount of each succeeding annual assessment, against properties subject to the jurisdiction of the Association for each assessment period at least thirty (30) days in advance of such date or period and, at that time, to prepare a roster of the properties and maintenance charges applicable thereto which shall be kept in the office of the Association and shall be open to inspection by any Owner; and thereupon to send to every Owner subject thereto written notice of the maintenance charge;

(d) take such action as it deems appropriate to collect such assessments and to enforce the liens given to secure payment thereof;

(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 this

Association shall be a president, who shall be at all times a member of the Board of Trustees; a vice president; a secretary; and a treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Trustees following each annual meeting of the members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year or until his successor shall be elected and qualified, unless he shall sooner resign, or shall be removed, or otherwise be disqualified to serve.

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 trustees of the Association, to sign checks of the Association. Such agents may be authorized to sign singly or jointly, as the Board in its discretion may decide. The Board may at any time rescind or 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. In the absence of any appointments by the Board under this Section 5., the Treasurer of the Association shall have the said authority to sign the Association's 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 herein, 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.

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 Trustees and 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, and shall co-sign any promissory notes.

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 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 monies of the Association and shall disburse funds as directed by resolution of the Board of Trustees; shall sign all checks and promissory notes of the Association; 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

The Association shall appoint a Nominating Committee, as provided in these Bylaws. The Board of Trustees shall appoint other committees as deemed appropriate in carrying out its purpose.

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 Declaration, the Articles of Incorporation and the Bylaws 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 provided in the Declaration, each member is obligated to pay to the Association certain annual and special assessments which are secured by continuing liens 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 thereof, the same shall bear interest from the due date until paid at the highest interest rate allowed under the laws of the State of Texas, 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 attorney's fees of any such 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 non-use of any facility 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 name of the Association and within the center the word "Texas".

ARTICLE XII

AMENDMENTS

Section 1. Amendment. These Bylaws may be amended, at a regular or special meeting of the members called for such purpose, by a vote of a majority of a quorum of voters present in person or by proxy.

RECORDERS MEMORANDUM
AT THE TIME OF RECORDATION, THIS
INSTRUMENT WAS FOUND TO BE INADEQUATE
FOR THE PURPOSES OF RECORDATION
DUE TO THE FOLLOWING REASONS:
PHOTO COPY, UNQUALIFIED PAPER, ETC.

529-96-3746

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, DENIAL OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS NULL AND UNENFORCEABLE UNDER FEDERAL LAW.
THE STATE OF TEXAS }
COUNTY OF HARRIS }

I hereby certify that this instrument was FILED in File Number _____ Sequence on the date and at the time stamped herein by me; and was duly RECORDED, in the Official Public Records of Real Property of Harris County, Texas.

JAN 3 2000



Bevly B. Langman

COUNTY CLERK
HARRIS COUNTY TEXAS