

Revised and Adopted

March 12, 2020

AMENDED AND RESTATED BY-LAWS

OF

MEYERLAND COMMUNITY IMPROVEMENT ASSOCIATION

ARTICLE I

DEFINITIONS

Section 1. The words "said property" or "Meyerland" as used in these By-Laws shall be deemed to mean the following described real property situated in the County of Harris, State of Texas, and more particularly described as follows:

All of Section 1, Meyerland, an Addition to the City of Houston, Harris County, Texas, out of the James D. Owen Survey, according to the plat thereof filed in the Office of the County Clerk of Harris County, Texas, on July 29, 1954, under File No.1293699,

Together with any and all other real property which may hereafter, through the operation of conditions, covenants, restrictions, easements, reservations, or charges pertaining to the same, be placed under or submitted to the jurisdiction of this Association and be accepted as within the jurisdiction of this Association by resolution of the Board of this Association, which property includes Sections 2, 3, 4, 5, 6, 6A, 6B, 7A, 7B, 7C, 8A, 8-Annex, 8B, 8C, 8D, 8E, 8F, 8G, 8H, 8I AND 10 of the Meyerland Addition (each a "Meyerland Section").

Section 2. The word "Lot" wherever used in these By-Laws shall be deemed to mean the individual lots encumbered by the Meyerland Subdivision Restrictions.

Section 3. The word "Member" wherever used in these By-Laws shall be deemed to mean the owners of each Lot in Meyerland. The owners of each Lot shall be entitled to one vote. When a Lot is sold the membership in the Association and the right to vote will automatically be transferred from the seller to the purchaser. Membership shall be appurtenant to and shall not be separated from ownership of any Lot. When ownership of any Lot is held by more than one person

or by a legal entity which is not a natural person, all such owners shall be Members of the Association; however, the voting rights of such Members shall be limited to one (1) vote for each Lot owned and shall be exercised as they among themselves shall determine.

Section 4. The word “Board” whenever used in these By-Laws shall mean the Board of Directors of Meyerland Community Improvement Association, a Texas non-profit corporation.

Section 5. The word “Association” whenever used in these By-Laws shall mean the Meyerland Community Improvement Association, a Texas non-profit corporation.

Section 6. The words "Meyerland Subdivision Restrictions" whenever used in these By-Laws shall mean the following restrictive covenants (and any amendments and supplements thereto) recorded in the Real Property Records of Harris County, Texas, and encumbering real property in Meyerland:

<u>DOCUMENT</u>	<u>HARRIS COUNTY CLERK RECORDING DATA:</u>
1. Amended Deed Restrictions (Section 1)	W509765
2. Amended Deed Restrictions (Section 2)	S894123
3. Amended Deed Restrictions (Section 3)	U943669
4. Amended Deed Restrictions (Section 4)	Y176454
5. Amended Deed Restrictions (Section 5)	H660601
6. Amended Deed Restrictions (Section 6)	S723459
7. Amended Deed Restrictions (Section 6A)	S710555
8. Amended Deed Restrictions (Section 6B)	B677072
9. Amended Deed Restrictions (Section 7A)	N908701
10. Amended Deed Restrictions (Section 7B)	P551751
11. Amended Deed Restrictions (Section 7C)	P551752
12. Amended Deed Restrictions (Section 8A)	N908700
13. Amended Deed Restrictions (Section 8-Annex)	S710556
14. Amended Deed Restrictions (Section 8B)	P551753
15. Amended Deed Restrictions (Section 8C)	R573055
16. Amended Deed Restrictions (Section 8D)	R509533
17. Amended Deed Restrictions (Section 8E)	R772930
18. Amended Deed Restrictions (Section 8F)	S223150
19. Amended Deed Restrictions (Section 8G)	S539449
20. Amended Deed Restrictions (Section 8H)	S776740
21. Amended Deed Restrictions (Section 8I)	S783007
22. Amended Deed Restrictions (Section 10)	L940740

Section 7. The words “Meyerland Architectural Control Committee” whenever used in these By-Laws shall be deemed to mean a committee of volunteer Members that have the exclusive authority and responsibility to interpret and to approve or disapprove the plans and/or specifications for creation, erection, installation, modification, alteration and/or relocation of any and all structures on all Meyerland Lots.

ARTICLE II

FUNCTIONS OF THE ASSOCIATION

Section 1. PURPOSES. The Association is formed for the purposes of maintaining, preserving and promoting the Meyerland environment in accordance with the Meyerland Subdivision Restrictions. To carry out said purposes properly, the Association may at the discretion of its Board of Directors perform the following functions and the exercise of such functions shall be deemed to be within the scope of activities contemplated by the corporate charter;

(a) Upon the giving of any written notice required by the applicable Meyerland Subdivision Restrictions, the Association may care for vacant, unimproved or unkempt lots in said addition, remove and destroy grass, weeds and rodents therefrom and any unsightly and obnoxious thing therefrom and do any other things and perform any labor necessary or desirable in the judgment of this Association to keep the property, and the land contiguous and adjacent thereto, neat and in good order. The Association will bill the owners of such lots for the cost of the maintenance of these lots, and such amount shall be due and payable on or before thirty (30) calendar days from the date the bill was sent via Certified Mail to the owner at the owner's last known address as shown on the records of the Association. Any amounts which remain unpaid after such thirty (30) calendar day period shall bear interest at a rate determined by the Board of Directors time to time, which rate shall not exceed the highest rate allowed by law. The Association may take any necessary legal action to collect such bills from those owners.

(b) The Association may enforce charges, restrictions, conditions and covenants existing upon and created for the benefit of said property over which this Association has jurisdiction; the Association may pay all expenses incidental thereto; the Association may enforce the decisions and rulings of this Association having the jurisdiction over any of said property; the Association may pay all of the expenses in connection therewith.

(c) The Association may improve, beautify and maintain parks, parkways, esplanades, rights of way easements and other public areas.

(d) The Association may construct and maintain recreational facilities.

(e) The Association may perform any and all lawful things and acts which this Association at any time, and from time to time, shall, in its discretion, deem to be to the best interests of said property and the owners of the building sites thereon, and shall pay all costs and expenses in connection therewith.

(f) Any powers and duties exercised by said Association relating to maintenance, operation, construction or reconstruction of any facilities provided for herein may be contracted for with any qualified contractor.

(g) The Association may provide for garbage and rubbish collection and disposal.

(h) The Association may provide for patrol service by state certified law enforcement officials for the property if the Directors deem it advisable.

(i) The Association may acquire by gift, purchase, or otherwise own, hold, enjoy, lease, operate, maintain, and convey, sell, lease, transfer, mortgage, or otherwise encumber, dedicate for public use, or otherwise dispose of real or personal property in connection with the business of this Association.

(j) The Association may assess and collect taxes on said property under the jurisdiction of this Association and shall be restricted in such function as provided in the agreements under which such property is submitted to the Association's jurisdiction.

(k) The Association may expend the monies collected by this Association from assessments or charges and other sums received by this Association for the payment and discharge of all proper costs, expenses and obligations incurred by the Association in carrying out any or all of the purposes for which this Association is formed.

(l) The Association may borrow money for the purpose of carrying out the Association's affairs, if the Directors deem such advisable.

(m) No action shall be taken by the Association which is inconsistent with its 501(c)(4) of the United States Internal Revenue Code, or its successor statute status and/or State or Federal laws.

ARTICLE III

MEMBERS

Section 1. ANNUAL MEETINGS. There shall be a regular annual meeting of the Members held in the month of April of each year, the place and time to be provided by the Board by giving written notice to the Members as set forth herein. The date cannot be postponed past the end of April. The annual Membership meeting shall, among other things, be used for the purpose of electing Directors and conducting other official business of the Association.

Section 2. SPECIAL MEETINGS. Special meetings of the Members may be called by the following persons and in the following manner:

(a) The President may call a special meeting of the Members by written notice stating the purpose of the meeting.

(b) It shall be the duty of the President to call a special meeting of the Members whenever requested to do so in writing by five (5) members of the Board stating the purpose of the meeting.

(c) It shall be the duty of the President to call a special meeting of the Members upon the written and signed request by five percent (5%) or more of the Members and stating the proposed purpose of the special meeting.

(d) It shall be the duty of the President to call a special meeting of the Members upon the written and signed request by one-third (1/3) or more of the Members of a particular Meyerland Section and stating the proposed purpose of the special meeting.

(e) Notices of special meetings of the Members under (b), (c) and (d) shall be mailed by the Secretary not later than fourteen (14) days after the receipt of the written and signed request as provided in (b), (c) and (d) above.

Section 3. NOTICE OF MEETINGS. Except as otherwise provided herein, written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary by mailing a copy of such notice, postage prepaid, at least ten (10) days, but not more than sixty (60) 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 designating an alternate address 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 4. QUORUM. Meetings of the Members shall be as prescribed by the By-Laws. For all purposes of the Association where the membership is to act, a quorum shall consist of two and one-half percent (2.5%) of the qualified voting Members of the Association present in person or by proxy at the meeting. If, however, such quorum shall not be present or represented by proxy at any meeting, the Board shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, and the quorum requirement at the subsequent meeting shall be one-half (1/2) of the quorum requirement at the preceding meeting. All matters which were to be considered at the originally scheduled meeting shall be considered and voted upon at the rescheduled meeting at which a quorum is present. Notwithstanding anything contained herein to the contrary, the quorum requirement for a meeting of the Members, as such meeting pertains to the election of directors, shall be those Members present, in person or by proxy, absentee ballot, electronic ballot or any other method of representative or delegated voting, at such meeting.

Section 5. ORGANIZATION. The President of the Association, and in the event of his/her absence, a Vice President of the Association, shall call meetings of the Members to order and shall act as Chairman of such meetings. In the absence of the President and a Vice President of the Association, the Members present may appoint a chairman. The Secretary of the Association, shall act as Secretary of all meetings of the Members but in the absence of the Secretary, the presiding officer may appoint any person to act as Secretary of the meeting.

Section 6. VOTING. Each Member shall be entitled to one vote for each Lot owned by him.

Section 7. QUALIFICATIONS. The voting membership shall be all Lot owners within the jurisdiction of the Association.

Section 8. 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 cessation of membership or restriction of the Member's voting rights.

Section 9. 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 be sufficient to take action and decide any question validly brought before such meeting unless the question is one upon which by express provision of the

statutes, the Articles of Incorporation, 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 to leave less than a quorum.

Section 10. VOTING.

(a) Ballot Vote. When a ballot vote is required the following will apply:

(i) Voting shall proceed under the supervision of the Board of Directors.

(ii) At least two (2) of the Board of Directors and/or agents for the Association shall be in attendance at all times during voting and they shall determine eligibility of all voters, issue all official ballots, and witness the casting of the ballots.

(b) Absentee Ballot Vote.

(i) A majority of the Board of Directors may authorize use and implementation of an absentee ballot on any election or issue it deems appropriate, including the election of Directors.

(ii) When absentee ballots are authorized by the Board, said ballots shall be prepared and mailed to the Members not later than ten (10) days or earlier than sixty (60) days prior to the date of the meeting, the date set for the tabulation of the ballots shall be stated on the ballot. Completed ballots will be returned to a committee appointed by the Board in sealed envelopes, either by mail or presented at the Annual Meeting. In lieu of mailing ballots back, such votes may be hand delivered by the Members to the Meyerland Community Improvement Association office, located at 4999 West Bellfort, Houston, Texas 77035. Ballots received on or after the date set for tabulation of the ballots shall not be counted.

(c) Other Votes. A majority of the Board of Directors may authorize use of voting by facsimile transmission and by electronic transmission or other methods of representative or delegated voting provided such voting methods comply with the terms and provisions of Section 209.00592 of the Texas Property Code.

(d) Tie Votes. Tie votes shall be decided by coin toss, overseen by the Secretary or by other such person appointed by the Board.

All ballots shall be opened (excluding only facsimile and electronically transmitted ballots) and tabulated in the presence of at least two (2) members of the Board of Directors and/or agents for the Association. A candidate in an Association election and the candidates' relatives cannot count the votes or see the ballots except as part of a recount process authorized by Texas law. Further, access to the ballots is limited to the vote tabulators, except as part of a recount process authorized by Texas law. Lastly, the person who counts the votes may not disclose how

an individual voted. Upon completion of the tabulation of ballots, the results shall be certified by the Board of Directors and the ballots shall be sealed and stored at the offices of the Association for a period of sixty (60) days.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. MANAGEMENT AND POWERS. The business and property of the Association shall be managed and controlled by the Board, and subject to the restrictions imposed by law, by the charter, or by these By-Laws, the Board may exercise all the powers of the Association.

Section 2. NUMBER, TERM AND ELECTION OF BOARD MEMBERS.

a. Section Directors: For representation purposes, the following areas in Meyerland shall have the number of Directors on the Board ("Section Directors") as set forth below.

Area	Numbers of Directors
Meyerland, Section 1	2
Meyerland, Section 2	2
Meyerland, Section 3	2
Meyerland, Section 4	1
Meyerland, Section 5	2
Meyerland, Section 6, 6A, 6B	2
Meyerland, Section 7A, 7B, 7C	2
Meyerland, Section 8, Replats B, E, G, H and I	2
Meyerland, Section 8, Replats A, C, D and Annex	2
Meyerland, Section 8, Replat F	2
Meyerland, Section 10	2

The Section Directors shall be elected by the Members from within the above area of Meyerland in which they reside. Candidates for Section Directors must own a home within the area of Meyerland from which he or she seeks to be elected. The Section Directors shall be elected for a two (2) year term, with one (1) Section Director elected each year at the annual meeting of the Members from each area having two (2) Section Directors. In the event that both Director positions are simultaneously vacant, they shall be filled by vote as described above, with the candidate receiving the most votes elected for a two (2) year term and the candidate receiving the second greatest number of votes elected for a one (1) year term.

b. At Large Directors. In addition to the Section Directors, two (2) At Large Directors (herein so called) may be elected to the Board. The At Large Directors, if elected, shall be elected to a two (2) year term.

Section 3. NOMINATION. At least ninety (90) days before the Annual Meeting, the Board shall appoint a nominating committee composed of at least four (4) members of the Association (the "Nominating Committee"). Nothing in these By-Laws shall be construed to prevent additional nominations by members. In order to place the names of additional nominees on the printed ballot, it shall be necessary for the names of such candidates to be received by the Secretary at least thirty (30) days prior to the Annual Meeting. Write-in candidates shall be considered permissible nominees providing the names of such candidates are received by the Secretary at least twenty-four (24) hours prior to the convening of the Annual Meeting.

Section 4. ELECTION. Election to the Board of Directors shall be by written and signed ballots cast at the annual meeting of the Members. The persons receiving the largest number of votes shall be elected effective at the conclusion of the annual meeting of the Members at which he or she was elected. Cumulative voting is not permitted. The winning candidates shall take office at the first regularly scheduled Board Meeting following the Annual Meeting.

Section 5. RESIGNATIONS. Any Director may resign at any time by giving written notice of his or her resignation to the Association. Any such resignations shall take effect at the time specified therein, or, if the time when it shall become effective is not specified therein, it shall take effect immediately upon its receipt by the President or the Secretary; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. VACANCIES ON THE BOARD. Any vacancy occurring in the Board of Directors due to the death, resignation or disability of a Section Director may be filled by the affirmative vote of the majority of the remaining Directors though less than a quorum or by a sole remaining Director, and any Director so chosen shall hold office for the unexpired term of his or her predecessor. Such person(s) appointed as an Section Director must own a home within the area of Meyerland for which he or she will serve as Section Director. Any vacancy occurring in the Board of Directors due to the death, resignation or disability of an At Large Director may be filled by appointment by the President and ratified by the Board and such Director shall hold office for the unexpired term of his or her predecessor. If by reason of death, resignation, or otherwise, the Association has no Directors in office, any Officer or Member may call a special meeting of Members for the purpose of electing the Board of Directors.

Section 7. NOMINATION; ELECTION OF OFFICERS. Nomination for election of Officers shall be made by the Nominating Committee. As soon as practical, but in any event, within fifteen (15) days following election, the Board shall meet for the purpose of electing the President, Vice President, Secretary, and Treasurer from the members of the Board so nominated, who will serve for one (1) year, appoint committees, formulate plans and to start functioning as the active Board of the Association. Board members elect shall not be empaneled until the first monthly meeting following the annual meeting, and thus, will not have a vote or be eligible to serve on the executive board.

Section 8. MEETINGS OF DIRECTORS. The Directors may hold their meetings and have offices and keep the books of the Association, except as otherwise provided by statute, in such place or places in or outside of the State of Texas that the Board may from time to time determine.

Section 9. Conduct At Meetings and Notice. Board meetings shall be open to all Members, subject to the right of the Board to adjourn and reconvene in a closed executive session to consider personnel issues, pending or threatened litigation, contract negotiations, enforcement actions, confidential communications with the Association's attorney, matters involving invasion of the Member's privacy, or matters the Member and the Board have agreed shall remain confidential. The decisions made in the executive session must be summarized orally in general terms (without breaching the privacy of the individual Member, violating any privilege, or disclosing information that was to remain confidential at the request of the affected parties) and placed in the Association's minutes. This summary shall include a general explanation of any expenditure approved. The Board shall keep a record of each regular or special Board meeting in the form of written minutes of the meeting. The Board shall make meeting records, including approved minutes, available to a Member for inspection and copying on the Member's written request to the Association's managing agent at the address appearing on the most recently filed management certificate or, if there is not a managing agent, to the Board.

Members shall be given notice of the date, hour, place, and general subject of a regular or special Board meeting, including a general description of any matter to be brought up for deliberation in executive session. The notice shall be:

- (1) mailed to each Member not later than the 10th day or earlier than the 60th day before the date of the meeting; or
- (2) provided at least 72 hours before the start of the meeting by:
 - (A) posting the notice in a conspicuous manner reasonably designed to provide notice to the Members:

(i) in a place located on the Association's common property or, with the property owner's consent, on other conspicuously located privately owned property within the subdivision; or

(ii) on any Internet website maintained by the Association or other Internet media; and

(B) sending the notice by e-mail to each Member who has registered an e-mail address with the Association.

It is the Member's duty to keep an updated e-mail address registered with the Association.

If the Board recesses a regular or special Board meeting to continue the following regular business day, the Board is not required to post notice of the continued meeting if the recess is taken in good faith and not to circumvent the notice requirements herein. If a regular or special Board meeting is continued to the following regular business day, and on that following day the Board continues the meeting to another day, the Board shall give notice of the continuation in at least one (1) manner prescribed above within two (2) hours after adjourning the meeting being continued.

The Board may meet by any method of communication, including electronic and telephonic, without prior notice to the Members if each Director may hear and be heard by every other Director, or the Board may take action by unanimous written consent to consider routine and administrative matters or a reasonably unforeseen emergency or urgent necessity that requires immediate Board action. Any action taken without notice to the Members as set forth above must be summarized orally, including an explanation of any known, actual or estimated expenditures approved at the meeting, and documented in the minutes of the next regular or special Board meeting. The Board may not, without prior notice to the Members as set forth above, consider or vote on:

- (1) fines;
- (2) damage assessments;
- (3) initiation of foreclosure actions;
- (4) initiation of enforcement actions, excluding temporary restraining orders or violations involving a threat to health or safety;
- (5) increases in assessments;
- (6) levying of special assessments;
- (7) appeals from a denial of architectural control approval; or

(8) a suspension of a right of a particular Member before the Member has an opportunity to attend a Board meeting to present the Member's position, including any defense, on the issue.

Section 10. REGULAR MEETINGS. Regular meetings of the Board shall be held at least once a month at such time and place as shall be designated by the President.

Section 11. SPECIAL MEETINGS. Special meetings of the Board shall be held whenever called by the President, Vice President, Secretary or a majority of the Directors then in office. Notice of each special meeting shall be given by any officer of the Association by fax, mail, electronic mail, telephone or personal delivery to each Director at his or her residence or usual place of business at least two (2) days prior to the meeting. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a special meeting.

Section 12. ACTION TAKEN WITHOUT A MEETING. If a situation exists or a decision is required by the Board at a time when it is not practical to hold a special meeting for the purpose of conducting a vote, the President or a person acting at his or her direction may poll the members of the Board of Directors by telephone, facsimile, e-mail, or in person. Actions approved by a majority of the total number of members of the Board of Directors in this manner shall then be formally ratified by a vote of the Board of Directors at the next meeting of the Board of Directors at which a quorum is present.

Section 13. QUORUM. The majority of the Directors then in office shall constitute a quorum for the transaction of business, but if at any meeting of the Board there be less than a quorum present, the majority of those present may adjourn the meeting from time to time without notice, other than by announcement at the meeting, until a quorum be present or in attendance thereat.

The act of a majority of the Directors present at a meeting at which a quorum is in attendance shall constitute the act of the Board, except as otherwise provided by law, the charter of the Association, or by these By-Laws.

Section 14. ORDER OF BUSINESS. At a meeting of the Board, business shall be transacted in such order as from time to time the Board may determine. At all meetings of the Board, the President shall preside, and in the absence of the President, the Vice-President shall preside. The Secretary of the Association shall act as Secretary of all meetings of the Board, but in the absence of the Secretary, the presiding officer may appoint any person to act as person to act as Secretary of the meeting.

Section 15. SERVICES. No Director or Officer of the Association shall be required to devote his time or render services exclusively to the Association. Each Director and Officer of the Association shall be free to engage in any and all other businesses and activities either similar or dissimilar to the business of this Association without breach of duty to this Association and without liability to this Association. Likewise, each and every Director and Officer of this Association shall be entirely free to act for and serve any other corporation or corporations, entity or entities, in any capacity or capacities and become a Director or Officer of any other corporation or corporations, entity or entities, whether or not the purposes, business and activities thereof be similar or dissimilar to the purposes, business or activities of this Association, without breach of duty to this Association or its Members and without liability of any character or description to the Association or its Members. No contract or other transaction of this Association shall ever be affected by the fact that any Director or Officer of the Association is interested in, or connected with any party to such contract or transaction, or is a party to such contract or transaction, provided that such contract or transaction shall be approved by a majority of the Directors present at a meeting of the Board at which such contract or transaction shall be authorized or confirmed, which majority shall consist of Directors not so interested or connected.

In the event that any Director has any relationship or other connection with any other entity or entities with which the Board shall consider doing business, it shall be the obligation of such Director to disclose his or her relationship to the Board. After such disclosure, if approved by a vote of the majority of the Board, the Board may contract with the entity with which the disclosing Board member is affiliated.

Section 16. ROBERT'S RULES OF ORDER. The most current version of Robert's Rules of Order shall determine the conduct of business in all meetings of the Association, its governing bodies and committees, except where inconsistent with these By-Laws.

Section 17 . QUALIFICATIONS. In order to be eligible for election as a Director, a candidate must live in a residence in Meyerland which he owns and he will cease to be an Officer or a Director if at any time he ceases to have required eligibility for election. If an Officer or Director ceases to have the required eligibility for election, and if after ten (10) days written notice from the Association or its agent to such Officer or Director the reason(s) for such Officer or Director becoming ineligible for election have not been cured, he or she will be deemed to have resigned his or her Officer and/or Director position.

ARTICLE V

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. **POWERS**. The Board of Directors shall have the power:

- (a) To take the appropriate action in furtherance of those powers of the Association enumerated in these By-Laws;
- (b) To adopt and publish rules and regulations governing the use of any common area and facilities, and the personal conduct of the Members and their guests thereon, and to establish penalties and fines for the infraction thereof;
- (c) To exercise for the Association all power, duties, and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws and the Charter;
- (d) To 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 without just cause having been furnished to and accepted by the Board;
- (e) To establish, disburse, and maintain such petty cash fund as necessary for efficiently carrying on the business of the Association; and
- (f) To engage the services of a manager, an independent contractor, or such employees as it deems necessary, and to prescribe the conditions, compensation, and duties of their work. Such power shall include authority to enter into management agreements with other parties to manage, operate, or perform all or any part of the affairs and business of the Association.
- (g) To supervise all Officers, agents, and employees of this Association, and to see that their duties are properly performed;
- (h) To establish annually a budget and membership fees or assessments;
- (i) To procure and maintain adequate liability and hazard insurance on property owned by the Association and directors and officers liability insurance covering the Directors;
- (j) To cause any common area owned by the Association to be maintained.

ARTICLE VI

OFFICERS

Section 1. TITLES AND TERM OF OFFICE. The Officers of the Association shall be a President (who shall be a Director), one or more Vice Presidents, a Secretary, and a Treasurer. One (1) person may hold more than one office. All Officers shall be subject to removal, with or without cause, at any time, by vote of a majority of the whole Board. A vacancy in the office of any Officer shall be filled by vote of a majority of the Directors then in office. Following the

election of a new Officer, the outgoing Officer is responsible for all duties of such office until the election and installment of the new Officer.

Section 2. DUTIES OF THE PRESIDENT. The President shall also be the Chairman of the Board. He or she shall, subject to directions of the Board, have and exercise general supervision over the business and affairs of the Association. He or she shall preside at meetings of the Members and the Directors; he or she may, with proper attestation of the Secretary, make, sign, and execute all deeds, conveyances, assignments, bonds, contracts, and other obligations, and any and all other instruments and papers of any kind or character in the name of the Association; and he or she shall do and perform such other things as may from time to time be assigned to him or her by the Board. He or she shall refrain from voting except as otherwise set forth under the most current version of Robert's Rules of Order. He or she shall be an ex-officio member of the Board and of all committees for the first year following his or her last year of service as President.

Section 3. DUTIES OF THE VICE PRESIDENT. The Vice President shall also be a member of the Board. In the absence of the President he or she shall perform the duties and exercise the powers of the President and he or she shall do and perform such other duties as may from time to time be assigned to him or her by the Board.

Section 4. DUTIES OF THE TREASURER. The Treasurer shall also be a Member of the Board. The Treasurer shall have custody of all funds of the Association which may come into his or her hands; he or she may endorse for collection, on behalf of the Association, checks, notes and other obligations, and shall deposit the same to the credit of the Association in such bank or banks, or depositories, as the Board may designate; he or she shall sign receipts and vouchers for payments made to the Association; jointly with such other officer or person as may be designated by the Board, or singly if authorized by the Board, he or she shall sign checks made by the Association, and payout and dispose of the Association's books of account, records, and auditing; whenever required by the Board, he or she shall render a statement of his or her accounts; he or she shall enter regularly, in the books of the Association to be kept by him or her for that purpose, full and accurate accounts of all monies received and disbursed by him or her and he or she shall perform all duties incident to the office of Treasurer, subject to the control of the Board. The books and complete financial statement shall at all-time be open to inspection of the President and the Board or any other Members of the Association.

He or she shall, within five (5) days after retiring from office, deliver to his successor all monies, papers, and other property in his or her possession belonging to the Association.

Section 6. DUTIES OF THE SECRETARY. The Secretary shall also be a member of the Board. The Secretary shall keep the minutes of all meetings of the Members and the Board in books provided for the purpose. He or she shall attend to the giving and serving of all notices for the Association. At the request of the President, he or she shall sign, with the President or Vice President, such contracts as may require his or her signature, and shall, in proper cases, affix the seal of the corporation thereto. The Secretary shall keep records from which a list of Members can be compiled and shall furnish such list upon order of the Board. He or she shall have charge of such other books and paper as the Board may direct, and shall perform all the duties incident to the office of Secretary, subject to the control of the Board.

In the absence of the Secretary, minutes of any meetings may be kept by a Secretary pro tem, appointed for that purpose by the presiding officer.

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Section 8. DUTIES OF THE EXECUTIVE DIRECTOR/ GENERAL MANAGER. The General Manager shall be appointed by the Board. The General Manager, under the direct supervision of the President, and subject to the directions of the Board, shall have and exercise general supervision over the business and affairs of the Association. The General Manager may also serve as Secretary and as Treasurer, as the Board may direct. He or she shall do and perform such other things, as may from time to time be assigned to him or her by the Board. His or her tenure in office shall be at the will of the Board, and he or she shall be subject to removal from office by action of the Board at any regular or special meeting at which a quorum is present.

Section 9. DUTIES OF OTHER OFFICERS AND EMPLOYEES. The Board may appoint or authorize the appointment of such other Officers and employees as it shall deem necessary, who shall have such authority and shall perform such duties, and who shall have such tenure as from time to time may be prescribed by the Board.

Section 10. BOND REQUIREMENT. Any Officer, Director, or employee of the Association who shall have custody of funds must give a proper Surety Bond for the faithful accounting of such funds, with surety or sureties satisfactory to the Board and with the premium of the bond paid by the Association.

Section 11. COMPENSATION. All Officers and employees appointed, or whose appointment is authorized by the Board, may receive compensation in reasonable amounts, commensurate with the duties of their respective positions, as may be determined by the Board.

ARTICLE VII

FINANCIAL MANAGEMENT

Section 1. CONTRACTS. The Board, except as otherwise provided in these By-Laws, may authorize any Officer or Officers, agent or agents, in the name of and on behalf of the Association to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; and, unless so authorized by the Board or expressly authorized by the By-Laws, no officer or agent or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable pecuniary for any purpose or to any amount.

Section 2. LOANS. No loan shall be contracted on behalf of the Association, and no negotiable papers shall be issued in its name unless authorized by the vote of the Board.

Section 3. CHECKS AND DRAFTS. All checks, drafts, and other orders for the payment of money out of the funds of the Association and all notes or other evidences of indebtedness of the Association shall be signed on behalf of the Association and in such manner as shall from time to time be determined by resolution of the Board.

Section 4. DEPOSITORIES. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks or other depositories as the Board may select, and for the purpose of such deposit the President, a Vice President, the Treasurer, the Secretary, or any other Officer or agent or employee of the Association to whom such power may be delegated by the Board, may endorse, assign and deliver checks, drafts and other orders for the payment of money which are payable to the order of the Association.

Section 5. ACCOUNTS. The funds of the Association shall be maintained in the following accounts:

(a) General Account: The General Account shall contain any monies received from any source in the normal operation of the Association, including but not limited to (1) all funds received from the mil levy on the Lots plus any interest accrued from the deposit of these funds; (2) any monies received from the sale of maintenance equipment or other Association property; and (3) any gifts or donations. Any withdrawal from the General Account shall require the signatures of two (2) members of the Board or the Executive Director/General Manager authorized to access this account.

(b) Operating Account: The Operating Account shall be the account by which the Association transacts its business, including but not limited to (1) paying its creditors; (2) funding any projects or other business of the Association; and (3) making any gifts or donations. The

Operating Account will be funded from the General Account. Any withdrawal or debit from the Operating Account shall require the signature of only one (1) member of the Board or the Executive Director/ General Manager authorized to access this account.

(c) Additional Accounts: The Association may maintain additional savings accounts, certificates of deposits, money market accounts, and other interest bearing accounts as a majority of the Board may see fit.

Section 6. FISCAL YEAR. The fiscal year of the corporation shall begin at 12:01 a.m. on January 1 and end at midnight on December 31 of each calendar year.

Section 7. THE BUDGET. The Board shall formulate and adopt a budget for the fiscal year not later than the regular January meeting of said Board.

(a) All regular and/or predictable expenses that have been delineated in the budget, said budget having been adopted by the Board, may be paid by the Treasurer without further authorization from the Board. Bids shall be solicited for any items exceeding Five Thousand Dollars (\$5,000.00) in cost which are authorized in the budget.

(b) Items for which costs have not been established, expense not itemized in the budget which exceed \$2,000.00 in cost must be authorized by the Board.

ARTICLE VIII.

MISCELLANEOUS PROVISIONS

Section 1. OFFICES. The principal office of the Association shall be in the city of Houston, Harris County, Texas. The Association may establish and maintain offices at such other places, within or without the State of Texas, as the Board may from time to time deem necessary or advisable.

Section 2. NOTICE AND WAIVER OF NOTICE. Whenever any notice is required to be given under the provisions of these By-Laws except where expressly stated otherwise, said Notice shall be deemed to be sufficient if it is deposited with the United States Postal Service in a sealed, postpaid wrapper addressed to the person entitled thereto at his address as it appears on the books of the Association, and such notice shall be deemed to have been given on the day of such mailing. A waiver of notice, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent to notice.

ARTICLE IX

ADMENDMENTS

These By-Laws may be supplemented, altered, amended or repealed by the affirmative vote of a majority of the Members of the Association. These By-Laws may also be supplemented, altered, amended or repealed by the affirmative vote of a majority of the Board at any two (2) consecutive Board meetings.

ARTICLE X

COMMITTEES

Section 1. STANDING COMMITTEES. There may be, in addition to such committees as the Board shall determine, the following standing committees, with such duties as the Board may designate.

- (a) Finance and Budget Committee
- (b) Traffic and Security Committee
- (c) Programs and Community Relations Committee
- (d) Legal, By-Laws, and Flood Control Committee
- (e) Publications Committee
- (g) Deed Restriction Renewal Committee
- (j) Image Committee
- (k) Nominating Committee
- (m) Deed Restriction Compliance Committee
- (n) Human Resources Committee

Section 2. MEMBERSHIP. The members of such committees shall be appointed by the President with the approval of the Board.

Section 3. AD HOC COMMITTEES. Ad Hoc Committees may be appointed by the President as needed.

ARTICLE XI

MISCELLANEOUS

Section 1. NO WAIVER OF RIGHTS. The failure of the Meyerland Architectural Control Committee, the Association, or any owner in Meyerland to enforce any covenants, restrictions, or any other provisions of Meyerland Subdivision Restrictions, the Association's

Articles of Incorporation, these By-Laws, or the rules and regulations adopted pursuant thereto, shall not constitute a waiver of the right to do so thereafter.

Section 2. ATTORNEY FEES. If any owner or resident in Meyerland fails to comply with the terms of Meyerland Subdivision Restrictions, and the Meyerland Architectural Control Committee, the Association or any other owner or resident in Meyerland finds it necessary to enforce the terms and provisions of Meyerland Subdivision Restrictions by way of any civil proceeding or judicial action, the party against whom such proceeding is brought (should it be judicially determined that said party has failed to comply with the terms and provisions of Meyerland Subdivision Restrictions) shall pay in full, the reasonable attorney's fees which are approved by the applicable Court and are incurred by the party seeking the enforcement of the terms and provisions of Meyerland Subdivision Restrictions.

ARTICLE XII

INDEMNIFICATION AND INSURANCE

The Association shall indemnify its officers and directors to the maximum extent allowable pursuant to Texas Business & Organizations Code §8.101 *et seq.*, as the same now exists or may be hereafter amended. Additionally, the Association shall procure and maintain insurance coverage to indemnify and hold harmless the Directors and Officers against any liability asserted against and incurred by any such person in that capacity or arising out of the person's status in that capacity, as described in Section 8.151 of the Texas Business & Organizations Code.

ARTICLE XIII

BOOKS AND RECORDS

The books, records, and papers of the Association shall, during normal business hours, be subject to inspection by any Member pursuant to the Association's Records Production and Copying Policy.

The Articles of Incorporation, the By-Laws of the Association and the Meyerland Subdivision Restrictions shall be available for inspection by any Members at the principal office

of the Association, during normal business hours, where copies may be purchased at reasonable cost.