

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 Deed Restrictions.

Section 3. The word "Member" wherever used in these By-Laws shall be deemed to mean the owner(s) of each Lot in Meyerland. The owner(s) 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 Deed 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:

Section 7. The word "Director" shall refer to both Section Directors and At Large Directors.

"Section Director" shall mean a MCIA Board Director, elected by, and representing a specific section of Meyerland.

"At Large Director" shall mean a MCIA Board Director, elected by and representing all sections of Meyerland.

"Lot Owner" or "Owner" shall mean a person who holds record title to property in a residential subdivision and includes the personal representative of a person who holds record title to property in a residential subdivision.

HARRIS COUNTY CLERK

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)	5723459
7. Amended Deed Restrictions (Section 6A)	S710555
8. Amended Deed Restrictions (Section 6B)	B677072
9. Amended Deed Restrictions (Section 7A)	N908701
0. Amended Deed Restrictions (Section 7B)	P551751
1. Amended Deed Restrictions (Section 7C)	P551752
2. Amended Deed Restrictions (Section 8A)	N908700
3. Amended Deed Restrictions (Section 8-)	5710556
4. Amended Deed Restrictions (Section 8B)	P551753
5. Amended Deed Restrictions (Section 8C)	R573055

6.	Amended Deed Restrictions (Section 8D)	R509533
7.	Amended Deed Restrictions (Section 8E)	R772930
8.	Amended Deed Restrictions (Section 8F)	S223150
9.	Amended Deed Restrictions (Section 8G)	S539449
10.	Amended Deed Restrictions (Section 8H)	S776740
11.	Amended Deed Restrictions (Section 8I)	S783007
12.	Amended Deed Restrictions (Section 10)	L940740

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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

PURPOSE OF THE ASSOCIATION

PURPOSE. The Association exists for the purposes of maintaining, preserving, and promoting the Meyerland environment in accordance with the Meyerland Deed Restrictions.

ARTICLE III

MEMBER MEETINGS AND VOTING

Section 1. ELIGIBILITY. Each Member shall automatically become and shall remain a Member of the MCIA until ownership of the Lot ceases for any reason, at which time the membership in the MCIA shall also automatically cease. Membership in the MCIA shall be appurtenant to and shall automatically follow the ownership of each Lot and may not be separated from such ownership.

Each Member shall be entitled to one (1) vote for each Lot owned. When more than one (1) person holds interest in any Lot, all such persons shall be Members, but such Members shall collectively only be entitled to one (1) vote, which vote shall be exercised as they among themselves determine.

Section 2. ANNUAL MEETINGS. But for extenuating circumstances, there shall be an annual meeting of the Members held at a time and place determined by the Board, but no later than by the end of December of each year. The annual membership meeting shall, among other things, be used for the purpose of electing Directors and conducting other official business of the Association.

(a) Physical meetings. All meetings of Members shall be held within Harris County, Texas at a place and time determined by the Board.

(b) Electronic meetings. The Board may, in its sole discretion, designate holding any such meeting(s) of the Members virtually, by conference telephone or similar communications equipment, or other suitable electronic communications system, including videoconferencing technology or the internet, or any combination thereof (“Electronic Means”). Attendance at any meeting by Electronic Means shall constitute presence at the meeting of the Members for all purposes, including but not limited to quorum purposes, regardless as to whether voting is allowed during such meeting.

Section 3. 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 all the Members by notifying the Secretary and by written notice stating the purpose of the meeting.

(b) It shall be the duty of the President to call a special meeting of all the Members whenever requested to do so in writing by 20% of the Board stating the purpose of the meeting.

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

(d) It shall be the duty of the President to call a special meeting of the Members of a specific section upon whenever requested to do so in writing by 20% or more of the Board stating the purpose of the special meeting.

(e) It shall be the duty of the President to call a special meeting of the Members of a specific section upon the written and signed request by one-third (1/3) or more of the Members of a particular Meyerland Section and stating the purpose of the special meeting. Only the Board and Members of the section requesting the meeting shall be invited.

Notices of special meetings of the Members shall be mailed by the Secretary not later than fourteen (14) days after the receipt of the written and signed request.

Section 4. NOTICE OF MEMBER 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 or electronic mailing a copy of such notice shall be given not later than the 10th day or earlier than the 60th day before the date of the election. The notification shall be sent to the Member's address or email 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.

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Section 5. QUORUM. For all purposes of the Association where the membership is to act, a quorum shall be considered achieved in the following manner:

(a) For meetings of all Members of the Association, a quorum shall consist of two and one-half percent (2.5%) of the qualified voting Members of the Association present in person, remotely, by absentee ballot, electronic ballot or by proxy at the meeting. If quorum is not met at any meeting, the Board shall have the power to adjourn the meeting 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, remotely, by proxy, absentee ballot, or electronic ballot at such meeting.

(b) For meetings involving a specific section or sections, a quorum shall consist of ten percent (10%) of the qualified voting Members of the Association present in person, remotely, by absentee ballot, electronic ballot or by proxy at the meeting. If quorum is not met at any meeting, the Board shall have the power to adjourn the meeting 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.

Section 6. ORGANIZATION. The President of the Association, and in the event of his/her absence, the 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 the Vice President of the Association, the Members present may appoint a meeting chairperson. 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 7. METHODS OF VOTING. All Members may attend meetings of the Members in the manner prescribed by the Board, and Members may exercise their vote at such meeting in any of the following methods as authorized by the Board: in person, by proxy, absentee ballot, electronic ballot or any other method of representative or delegated voting authorized by the Board. The Board is not required to afford Members with more than one (1) voting method, however, voting by proxy or absentee must be allowed. The word "proxy" or "proxies" shall mean a paper or electronic proxy or proxies. All proxies shall be in writing and filed with the Association. Proxies shall be revocable by the Member(s) who signed the proxy upon written notice of such revocation received by the Association at least twenty-four (24) hours prior to the start of the meeting for which it is effective. Proxies shall automatically cease upon conveyance by the Member of his or her Lot.

Section 8. BALLOTS. When a ballot vote is required, the following will apply:

- a. The Association shall be responsible for creating all ballots. The Secretary shall be responsible for reviewing them prior to distribution. The ballots may be paper and/ or electronic.
- b. Completed ballots shall be accepted and counted:
 - (i) If received via mail to the Association office, no later than 4:00 pm the day the ballots are scheduled to be counted.
 - (ii) If hand delivered to the Association office, no later than 3:00 pm the day the ballots are scheduled to be counted.
 - (iii) If submitted electronically no later than 4:00 pm the day the ballots are scheduled to be counted.
 - (iv) If an annual or special meeting is held in person, ballots submitted at the meeting will be accepted until the meeting is called to order.
- c. At least two (2) of the Board of Directors for the Association and/or members of the Election Committee shall be in attendance at all times during counting and they shall determine eligibility of all voters.
- d. Tie Votes. Any vote resulting in a tie shall be decided by coin toss, overseen by the Secretary, or by other such person appointed by the Board.
- e. A candidate in an Association election, a person who is otherwise the subject of the vote 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 and the ballots shall be sealed and stored at the offices of the Association for a period of sixty (60) days. Upon completion of the sixty (60) day period, the General Manager may shred or otherwise dispose of the ballots in a safe and secure manner, assuming no challenge to the outcome of the elections was initiated within the retention time frame.
- f. Absentee or Electronic Ballots.
 - (i) May be counted as an owner present and voting for the purpose of establishing a quorum only for items appearing on the ballot.
 - (ii) May not be counted, even if properly delivered, if the owner attends any meeting to vote in person, so that any vote cast at a meeting by a property owner supersedes any vote submitted by absentee or electronic ballot previously submitted for that proposal; and

(iii) May not be counted on the final vote of a proposal if the motion was amended at the meeting to be different from the exact language on the absentee or electronic ballot.

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, remotely, by absentee ballot or represented by proxy, shall be sufficient to take action and decide any question validly brought before such meeting. 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.

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 QUALIFICATIONS.

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 are the named owner of a Lot and have their principal residence, (primary location that a person inhabits) 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

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(1) year term. The winning candidates shall take office at the first regularly scheduled Board meeting following the annual meeting.

b. At Large Directors. In addition to the Section Directors, two (2) At Large Directors (herein so called) may be elected to the Board. Candidates for At Large Director positions must be the named owner of a Lot of any Section of Meyerland and may or may not reside in Meyerland. The At Large Directors, if elected, shall be elected to a two (2) year term.

A Director will cease to be an Officer or a Director if at any time he or she ceases to have the required eligibility for election to the Board. If an Officer or Director ceases to have the required eligibility for election, the Director will be notified in writing of their ineligibility. 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.

Section 3. NOMINATION. Meyerland residents, who fully meet the requirements to stand for election to the Board and wish to be included on the ballot shall submit their information to the Association no later than forty-five (45) days prior to the annual meeting. Write-in candidates shall be considered permissible nominees providing the names of such candidates are received by the Association no later than 4:00 pm Houston time five (5) days prior to the convening of the annual meeting.

Section 4. VACANCIES, RESIGNATION AND REMOVAL. Any vacancy occurring in the Board of Directors due to death, removal, resignation, or documented evidence of a conviction of a felony or crime of moral turpitude may be filled by appointment by the President and ratified by the majority of the Board. Such person(s) appointed by the President of the Board shall meet all the requirements outlined in Article IV, Section 2 and 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 Member may call a special meeting of Members for the purpose of electing the Board of Directors.

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.

Cause to remove a seated Board member will include behavior that has warranted three reprimands during a Director's term by the President or presiding Officer for disruptive behavior, disrespect towards other Directors, harassment or other disruptive behavior that hinders the orderly conduct of Board business. If an event or act occurs that would warrant a fourth reprimand, a two-thirds (2/3) affirmative vote by those

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Directors present when the fourth reprimand is given, with a quorum in effect, will result in the offending Director being removed from the Board and the seat considered vacant. The Director will not be permitted to stand for re-election or serve on any committee for a minimum of two annual election cycles, or 2 years.

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If a Director is absent from three (3) consecutive board meetings without just cause having been furnished to and accepted by the Board, the seat will be considered vacant and may be filled by appointment by the President, and ratified by majority vote of the Board.

Section 6. NOTICE OF MEETINGS. 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 Human Resource 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(s) 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) provided at least 144 hours before the start of a regular Board meeting and at least 72 hours before the start of a special meeting by:
 - a) posting the notice in a conspicuous manner reasonably designed to
 - i) provide notice to the Members:
 - ii) 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 on any Internet website maintained by the Association or other Internet media;
 - and
- 2) 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.

Section 7. CONDUCT AT MEETINGS. Meetings that are held in person or by virtual means shall be conducted in an orderly manner. The most current version of Robert's Rules of Order shall be used to determine the conduct of business in all meetings of the Association, its governing bodies and committees, except where inconsistent with these By-Laws.

Section 8. 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. Regular meetings may be held in person or via Electronic Means.

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 in Article IV, Section 6 within two (2) hours after adjourning the meeting being continued.

Section 9. 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 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.

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Section 10. 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 any method of communication, including electronic and telephonic means without prior notice to the Members. Actions approved by a majority of the total number of members of the Board in this manner shall then be summarized orally, including an explanation of any known, actual or estimated expenditures approved at the meeting, documented in the minutes of the next regular or special Board meeting and formally ratified by a vote of the Board of Directors at the next meeting of the Board at which a quorum is present.

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;
- (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;
- (9) lending or borrowing money;
- (10) the adoption or amendment of a dedicatory instrument;
- (11) the approval of an annual budget or the approval of an amendment of an annual budget;
- (12) the sale or purchase of real property;
- (13) the filling of a vacancy on the Board;
- (14) the construction of capital improvements other than the repair, replacement, or enhancement of existing capital improvements; or
- (15) the election of an officer.

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 in attendance during a meeting at which a quorum is present shall constitute an act of the full Board, except as otherwise provided by law and/or the Association's Articles of Incorporation, or by these By-Laws.

ARTICLE V

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

- (a) to exercise all powers and rights of a corporation or a property owners' association as set out in Chapter 22, Nonprofit Corporations, of the Texas Business Organizations Code, Chapter 209 of the Texas Property Code, and all powers and duties of the Board referred to in these By-Laws which are not otherwise specifically reserved to the Members;
- (b) To take the appropriate action in furtherance of those powers of the Association enumerated in these By-Laws;
- (c) To elect and remove the Officers of the Association as stated in these By Laws;
- (d) To establish annually a budget no later than December 1st of the prior year

(e) To establish maintenance fees, assessments for contracted patrol services and other assessments;

(f) To enter such contracts and agreements relating to the providing of services as the Board may deem advisable;

(g) To open bank accounts on behalf of the Association and designating signatories required;

(h) To properly manage and allocate the Association's monies as set forth in such covenants and Meyerland Deed Restrictions, in the Articles of Incorporation and these By-Laws.

(i) To borrow money, including but not limited to borrowing money to fund and operate the Association, execute and deliver promissory notes and execute and deliver any and all other documentation necessary to properly document such borrowing (including but limited to pledging the assessments under the Meyerland Deed Restrictions as collateral), except that no mortgages shall be granted that encumber the MCIA Office;

(j) To establish and maintain a petty cash fund as necessary for efficiently carrying on the business of the Association;

(k) To authorize purchases for the operation, maintenance and repair of the MCIA Office

(l) Employ a general manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

(m) To appoint committees of the Board and to delegate to such committees the Board's authority to carry out certain duties of the Board;

(n) To enforce by legal means the provisions of the deed restrictions, these By Laws and the rules and regulations adopted by it and bring any proceedings which may be instituted on behalf of or against the Owners concerning the Association or the deed restrictions;

(o) To procure and maintain adequate liability and hazard insurance on property owned by the Association and Directors and Officers' liability insurance covering the Directors, Officers and agents for the Association;

(p) The Association will provide for security patrol services by law enforcement agencies whose officers are certified by the Texas Commission on Law Enforcement. Security companies who are not certified by the Texas Commission on Law Enforcement may not be employed by MCIA.

(q) The Association's general manager or other managing agent's responsibilities may include, as determined by the Board, in its sole discretion, but not necessarily be limited to:

- i. communicating with the Board, membership, staff, vendors, and the public in a professional manner;
- ii. preparing and distributing all monthly, quarterly and annual documentation to the Board;
- iii. assisting the Association with all financial matters including invoicing, assessment collection, delinquency collection, account balance review and maintenance, and audits;
- iv. corresponding with the Association's legal counsel regarding Association matters and attend court and depositions on the Association's behalf;
- v. processing violations, architectural applications, transfer and refinance applications as needed;
- vi. maintaining complete and accurate documentation of all pertinent Association information;
- vii. advising and assisting the Association with the preparation and execution of Association rules, Policies and procedures and other governing documents;
- viii. being responsible for supervising all staff including hiring, reviewing, and training;
- ix. monitoring all tangible assets of the Association and make recommendations regarding the care of those items;
- x. providing recommendations for Association communication methods and content; and
- xi. attending monthly Board meetings and committee meetings as needed.

ARTICLE VI

OFFICERS

Section 1. TITLES AND TERM OF OFFICE. The Officers of the Association shall be elected by a majority of the elected and currently in office Directors. The Officers of the Association, all of whom must be Directors, shall be a President, a Vice President, a Secretary, and a Treasurer. No one (1) person may hold more than one office. All Officers shall be subject to removal, with cause, at any time, by a two-thirds (2/3) vote of the whole Board. A vacancy in the office of any Officer shall be filled by majority vote of the Directors then in office and present during the election vote with quorum present. Following the election

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

Section 2. ELECTION OF OFFICERS. As soon as practical, but in any event, within fifteen (15) days following Board elections, the Board shall meet for the purpose of electing the President, Vice President, Secretary, and Treasurer from the Directors so nominated. For each position, the candidate with the most votes will be considered the winner. Any vote resulting in a tie shall be decided by coin toss, overseen by the Secretary, or by other such person appointed by the Board.,. Directors elected for the first time will not have a vote for the election of Officers for the upcoming term and will be ineligible to hold an Officer position until completion of at least one year of service as a Director. Eligible Directors who wish to run for an Officer position shall submit their information to the Association no later than seven (7) days after the annual meeting. Directors may be nominated by others or self-nominate. The Association shall distribute the list of candidates to the Directors no later than three (3) days prior to the Officer election. Write in candidates shall be considered permissible nominees.

Section 3. DUTIES OF THE PRESIDENT. The President shall 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 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 below:

- (a) If the vote is by confidential ballot. The President may vote along with the rest of the voting members; or
- (b) On a vote that is not by ballot:
 - i. if a majority vote is required and there is a tie, he or she may vote in the affirmative to cause the motion to prevail.
 - ii. if there is one more in the affirmative than in the negative, the chair can create a tie by voting in the negative to cause the motion to fail.
 - iii. if a two-thirds vote is required, he or she may vote either to cause, or to block, attainment of the necessary two thirds.

The President is a member of the Executive Committee. 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, 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. The Vice President is a member of the Executive Committee.

Section 4. DUTIES OF THE TREASURER. 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 times be open to inspection of the President and the Board or any other Members of the Association. The Association's financial statements shall be audited annually by a third-party audit firm. The Treasurer is a member of the Executive Committee.

In addition to the Treasurer, the President and Secretary will also have the authority to accept and distribute payments.

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 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. The Secretary is a member of the Executive Committee.

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

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. DEPOSITORIES. All funds of the Association not otherwise employed shall be deposited 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, Vice President, Treasurer, 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 3. ACCOUNTS. The funds of the Association shall be maintained in the following accounts:

(a) Operating Account: The Operating Account shall be the account by which the Association transacts its business, including but not limited to:

- (i) paying its creditors;
- (ii) funding any projects or other business of the Association; and
- (iii) making any gifts or donations.

The Operating Account will be funded by any monies received from any source in the normal operation of the Association, including but not limited to:

- (i) all funds received from the annual assessment on the Lots;
- (ii) Security Assessments;
- (iii) fees charged to lot owners;
- (iv) monies received from the sale of maintenance equipment or other Association property; and
- (v) any gifts or donations.

Any withdrawal or debit from the Operating Account shall require the signature of one (1) member of the Executive Committee (President, Vice President, Secretary, Treasurer) or other individual(s) as appointed by the Board of Directors authorized to access this account.

(b) Additional Accounts: The Association may maintain additional savings accounts, certificates of deposits, money market accounts, brokered certificate of deposits, insured Sweep accounts, and other interest-bearing or non-interest-bearing accounts as a majority of the Board may see fit. Any withdrawal or debit from the additional accounts shall require the signature of one (1) member of the Executive Committee (President, Vice President, Secretary, Treasurer) or other individual(s) as appointed by the Board of Directors authorized to access these accounts.

(c) At the inception of a newly elected Board, a new signature card and Corporate Resolution shall be completed for each financial institution.

(d) All monies are required to be held in FDIC insured institutions.

(e) 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. 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 Fifty Thousand Dollars (\$50,000.00) in cost which are authorized in the budget.

(a) Items for which costs have not been established, expense not itemized in the budget which exceed Ten Thousand Dollars \$10,000.00 in cost must be authorized by the Board.

ARTICLE IX

AMENDMENTS

These By-Laws may be supplemented, altered, amended, or repealed by the affirmative vote of a majority of the Board of Directors. at two (2) consecutive regularly scheduled Board meetings, or at a Special Board meeting as needed.

**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. Reviews the preliminary budget documents, makes adjustments if necessary, and then recommends a final budget for presentation to the Board. .
- (b) Traffic and Security Committee.
 - (i) Traffic: Considers citizen concerns regarding traffic and parking on neighborhood streets, serves as a forum to investigate and develop neighborhood traffic education and, security and safety programs.
 - (ii) Security: Coordinates matters to monitor security issues on behalf of the association, and reports security information to the board.
- (c) Events Committee. Assists the President in organizing the annual meeting, neighborhood activities, afternoon in the park and other matters of general interest to the residents.
- (d) Election Committee. Prepares for the annual election. of Directors. The committee reviews procedures, recommends changes, and acts in official capacities during the election.
- (e) By-Laws Committee. Shall annually review the By-Laws and make recommendations for changes to the board.
- (f) Publications Committee. Responsible for managing the community newsletter and overseeing the MCIA website. The publications committee shall be chaired by the editor(s) of the newsletter.
- (g) Deed Restriction Committee. Responsible for updating deed restrictions and collecting the necessary signatures for adoption.
- (h) Landscape Committee. Manages the contract for landscaping services, provides recommendations for projects, creates a budget and recommends community needs and resources for keeping Meyerland well maintained.
- (i) Policy Committee. Reviews existing policies and writes new policies as needed.
- (j) Human Resources Committee. Develops and oversees hiring practices, compensation policies and job evaluation procedures for MCIA staff.
- (m) Review and Control Committee (RCC). Reviews applications for building and improving Meyerland homes against the requirements of the deed restrictions. Provides input as to aesthetics for projects and fit within the community. Works independently from the Board and members cannot serve on the Board of Directors. However, the RCC may seek guidance from the board.
- (n) Executive Committee. The Executive Committee is a standing committee of the Board of Directors and consists of the President, Vice-President, Secretary, Treasurer, and the immediate Past

President. The roles of the Executive Committee are to provide navigational direction for the Board and MCIA, respond to urgent issues on behalf of the Board, conduct the strategic planning for the Board, and consult with the MCIA staff on important issues and decisions.

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 Deed 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. SERVICES. No Director or Officer of the Association shall be required to devote his or her 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 3. COMPENSATION. All Officers and Directors serve in a volunteer capacity and are therefore not eligible for compensation either by monies or services paid by the Association. Employees hired, 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. Employees cannot serve as Board members.

Section 4. 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 5. 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.

Section 6. 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.

Section 6. ATTORNEY FEES. If any owner or resident in Meyerland fails to comply with the terms of Meyerland Deed Restrictions, and the Association or any other owner or resident in Meyerland finds it necessary to enforce the terms and provisions of Meyerland Deed 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 Deed 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 Deed Restrictions.

Commented [CG7]: Move to Miscellaneous...Article XI

Commented [LR8R7]: Larry Rose would like to discuss the change.

Commented [CG9]: LEGAL- See Article V, Section 1(n). Are both needed? If not, which should be removed?

ARTICLE XII

INDEMNIFICATION AND INSURANCE

Commented [CG10]: LEGAL- Please review and update if needed.

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