

MEYERLAND COMMUNITY IMPROVEMENT ASSOCIATION

PRESIDENT'S CERTIFICATE

I, the undersigned, do hereby certify:

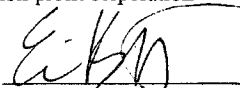
(1) I am the duly elected and acting president of Meyerland Community Improvement Association, a Texas non-profit corporation (the "Association"), the property owners' association governing the Meyerland subdivision located in Harris County, Texas; and

(2) Attached hereto is a true and correct copy of the Amended and Restated By-Laws of the Association that were adopted by the Board of Directors of the Association (the "Board") at a duly held meeting of the Board held on February 9, 2023, and which replace, take the place of, and supersede any By-Laws of the Association or Amended and Restated By-Laws of the Association adopted by the Board prior to February 9, 2023.

IN WITNESS WHEREOF, I have hereunto subscribed my name on this 03 day of March, 2023.

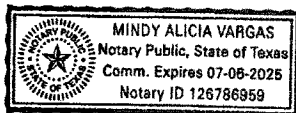
ASSOCIATION:

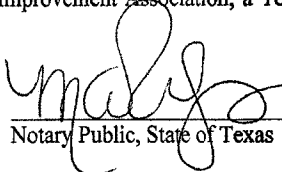
**MEYERLAND COMMUNITY
IMPROVEMENT ASSOCIATION, a**
Texas non-profit corporation

By: 
Elaine Britt, President

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

This instrument was acknowledged before me on this 3rd day of March, 2023, by Elaine Britt, President of Meyerland Community Improvement Association, a Texas non-profit corporation, on behalf of said corporation.




Notary Public, State of Texas

RP-2023-76995

**AMENDED AND RESTATED BY-LAWS
OF
MEYERLAND COMMUNITY IMPROVEMENT ASSOCIATION**

**ARTICLE I
DEFINITIONS**

The following words or phrases shall for purposes of these Amended and Restated By-Laws (these "By-Laws") have the meanings assigned to them as follows and as further defined in this document:

1. Meyerland whenever 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 has been heretofore, and may hereafter be, through the operation of conditions, covenants, restrictions, easements, reservations, or charges pertaining to the same, 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").

2. Lot whenever used in these By-Laws shall mean the individual lots encumbered by the Meyerland Deed Restrictions.
3. Member whenever used in these By-Laws shall mean the Owner(s) of each Lot in Meyerland.
4. Board whenever used in these By-Laws shall mean the Board of Directors of Meyerland Community Improvement Association, a Texas non-profit corporation.
5. Association whenever used in these By-Laws shall mean the Meyerland Community Improvement Association, a Texas non-profit corporation.
6. Director whenever used in these By-Laws shall mean both Section Directors and At Large Directors.
7. Section Director whenever used in these By-Laws shall mean a Board Member, elected by, and representing, a specific Meyerland Section.

8. At Large Director whenever used in these By-Laws shall mean a Board Member, elected by, and representing, all Meyerland Sections.
9. Lot Owner or Owner whenever used in these By-Laws shall mean a person, persons or legal entity who hold record title to a Lot in a Meyerland Section.
10. Meyerland Architectural Control Committee whenever used in these By-Laws shall mean a committee of volunteer Members (regardless of actual name of such committee be it via Meyerland Deed Restrictions or other official Association documents) 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.
11. Electronic Means whenever used in these By-Laws shall mean holding any 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.
12. Principal Residence whenever used in these By-Laws shall mean the primary location a person inhabits as determined by the property to which an individual applies their homestead exemption.
13. Meyerland Deed Restrictions whenever used in these By-Laws shall mean the following restrictive covenants including any other and further restrictive covenants encumbering Meyerland (and any amendments and supplements thereto) recorded in the Real Property Records of Harris County, Texas, and encumbering real property in Meyerland:

HARRIS COUNTY CLERK		
1.	Amended and Restated Deed Restrictions (Section 1)	20140142112
2.	Amended Deed Restrictions (Section 2)	S894123
3.	Amended and Restated Deed Restrictions (Section 3)	RP-2018-156066
4.	Amended and Restated Deed Restrictions (Section 4)	RP-2020-338425
5.	Amended and Restated Deed Restrictions (Section 5)	RP-2019-89075
6.	Amended and Restated Deed Restrictions (Section 6)	RP-2018-152313
7.	Amended and Restated Deed Restrictions (Section 6A)	RP-2018-59146
8.	Amended and Restated Deed Restrictions (Section 6B)	RP-2018-146732
9.	Amended Deed Restrictions (Section 7A)	N908701
10.	Amended Deed Restrictions (Section 7B)	P551751
11.	Amended and Restated Deed Restrictions (Section 7C)	RP-2019-333307 and refiled RP-2019-372102
12.	Amended Deed Restrictions (Section 8A)	N908700
13.	Amended Deed Restrictions (Section 8-Annex)	S710556

HARRIS COUNTY CLERK		
14.	Amended and Restated Deed Restrictions (Section 8B)	RP-2018-60339
15.	Amended and Restated Deed Restrictions (Section 8C)	RP-2018-360502
16.	Amended and Restated Deed Restrictions (Section 8D)	RP-2018-567357
17.	Amended and Restated Deed Restrictions (Section 8E)	RP-2018-209473
18.	Amended and Restated Deed Restrictions (Section 8F)	RP-2018--64471
19.	Amended and Restated Deed Restrictions (Section 8G)	RP-2018-334662
20.	Amended and Restated Deed Restrictions (Section 8H)	RP-2018-400215
21.	Amended and Restated Deed Restrictions (Section 8I)	RP-2019-6127
22.	Amended Deed Restrictions (Section 10)	L947740

**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, policies, and decisions of the Board.

**ARTICLE III
MEMBER MEETINGS AND VOTING**

Section 1. ELIGIBILITY. Each Owner shall automatically become and shall remain a Member of the Association until such Member is no longer an Owner, at which time the membership in the Association by such Member shall also automatically cease. Membership in the Association shall be appurtenant to and shall be automatic to Owners and may not be separated from the Lot.

Each Member shall be entitled to one (1) vote for each Lot owned. When more than one (1) person or a legal entity is an Owner of any Lot, all such persons shall be Members, but such Members shall collectively only be entitled to one (1) vote with regard to such Lot, which vote shall be exercised as they among themselves determine.

Section 2. ANNUAL MEETINGS. But for extenuating circumstances, as determined by the Board in its sole discretion, 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 meeting of the Members shall, among other things, be used for the purpose of electing Directors for whose term(s) have expired and conducting other official business of the Association.

(a) **Place and Time of Meetings.** All meetings of Members shall be held within Harris County, Texas, at a place and time determined by the Board, in its sole discretion.

(b) **Electronic Meetings.** The Board may, in its sole discretion, designate holding any meeting(s) of the Members by 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:

The President may call a special meeting of all the Members by notifying the Secretary by written notice stating the purpose of the meeting.

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 twenty percent (20%) of the Board stating the purpose of the meeting.

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.

It shall be the duty of the President to call a special meeting of the Members of a specific Meyerland Section whenever requested to do so in writing by twenty percent (20%) or more of the Board stating the purpose of the special meeting. Only the Board and Members of the specific Meyerland Section shall be invited and allowed to attend and vote.

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

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

Section 4. 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 sending a copy of such notice not later than the 10th day or earlier than the 60th day before the date of the meeting. The notification shall be sent to the Member's address last appearing on the books of the Association. 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 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, by proxy at the meeting, or other method of representative voting authorized by the Board. When a quorum is present at any meeting of the Members, the vote of the holders of a majority of the votes shall be sufficient to take action and decide any question validly brought before such meeting. The Members present in person, represented by proxy, remotely by absentee ballot, or electronic ballot or other method of representative voting authorized by the Board at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum.

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, represented by proxy, remotely, by absentee ballot, or electronic ballot or other method of representative voting authorized by the Board at such meeting.

For meetings involving a specific Meyerland Section, a quorum shall consist of ten percent (10%) of the qualified voting Members of the Association from the specific Meyerland Section present in person, represented by proxy, remotely, by absentee ballot or electronic ballot, or other method of representative voting authorized by the Board at such 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 Chairperson 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 of the Association 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 terminate and be null and void upon conveyance by the Member of his or her Lot.

Section 8. BALLOTS AND VOTING PROCEDURE. 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 the ballots prior to distribution. The ballots may be paper and/or electronic.
- (b) The official ballot shall be made available no later than thirty (30) days before the annual meeting.
- (c) Write-in candidates shall be considered for election provided the names of such candidates are received by the Association no later than 4:00 pm five (5) days prior to the convening of the annual meeting of the Members.
- (d) Accurately completed ballots per ballot instructions, any other voting rules within these By-laws, and any applicable Deed Restrictions shall be accepted and counted:
 - i. If received at the Association office via mail or delivered in person, no later than 4:00 pm the day the ballots are scheduled to be counted.
 - ii. If submitted electronically no later than 4:00 pm the day the ballots are scheduled to be counted.
 - iii. If an annual or special meeting is held in person, ballots submitted at the meeting will be accepted until voting has concluded as determined by the chairperson of the meeting.

(e) Write in candidates shall be considered permissible entrants provided the names of such candidates are received by the Association no later than 4:00 pm five (5) days prior to the convening of the annual meeting of the Members.

(f) Tabulation of Votes

i. At least two (2) members of the Board (who are not candidates in an Association election, a person who is otherwise the subject of the vote, or the candidate's relatives) and/or two (2) members of the Election Committee shall be in attendance at all times during counting and they shall determine eligibility of all ballots cast.

ii. 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.

iii. 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, or in a secure folder on the Association's network, 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, unless a challenge to the outcome of the elections was initiated within the retention time frame.

(g) 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.

(h) Absentee or Electronic Ballots. If properly completed, may be counted as a Member present and voting for the purpose of establishing a quorum for items appearing on the ballot.

i. May not be counted, even if properly delivered, if the Member attends any meeting to vote in person, so that any votes cast at a meeting by the Member supersedes any votes submitted by absentee or electronic ballot previously submitted for that proposal/s; and

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

**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 Section Directors on the Board as set forth below.

<u>Area</u>	<u>Numbers of Directors</u>
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 the particular Meyerland Section in which such Members are the Owner of a Lot. Section Directors must reside, as determined by the Board, in its sole discretion, and have their Principal Residence within the particular Meyerland Section from which he or she seeks to be elected. The Section Directors shall be elected for two (2) year terms.

For Meyerland Sections with two (2) Section Directors, one (1) Section Director shall be elected each year at the annual meeting of the Members so as to have staggered terms. In the event that both Section 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. The winning candidates shall take office at the first regularly scheduled Board meeting following the annual meeting.

For Meyerland Sections with one (1) Section Director, the Section Director shall be elected for a two (2) year term.

(b) At Large Directors. In addition to the Section Directors, two (2) At Large Directors may be elected to the Board. Candidates for At Large Director positions must be the Owner of a Lot in any Section of Meyerland and may or may not reside in Meyerland. The At Large Directors, if elected, shall be elected for a two (2) year term. The winning candidates shall take office at the first regularly scheduled Board meeting following the annual meeting.

A Director will cease to be a Director, if applicable, if at any time he or she ceases to have the required eligibility for election to the Board. If a Director ceases to have the required eligibility for election, at that time, the Director will be notified in writing of his or her ineligibility. If after ten (10) days written notice from the Association or its agent to such Director, the reason(s) for such or Director becoming ineligible for election has not been cured, he or she will be deemed to have resigned his or her Director position.

Section 3. VACANCIES, RESIGNATION AND REMOVAL. Any vacancy occurring in the Board 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 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.

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 Board member will include behavior that has warranted four (4) reprimands given by the Executive Committee during a Director's term on the Board 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 causing a fourth (4th) reprimand to be given, a two-thirds (2/3) affirmative

vote by those Directors present when the fourth (4th) reprimand is given will result in the offending Director being removed from the Board and the seat considered vacant and may be filled by appointment by the President and ratified by a majority vote of the Board.

If a Director is absent from four (4) 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 4. NOTICE OF MEETINGS. 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:

- (a) Sent to each property owner not later than the 10th day or earlier than the 60th day before the date of the meeting; or
- (b) provided at least one hundred forty-four (144) hours before the start of a regular Board meeting and at least seventy-two (72) hours before the start of a special Board meeting by:
 - i. posting the notice in a conspicuous manner reasonably designed to provide notice to the Members:
 - a. 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
 - b. on any Internet website maintained by the Association or other Internet media; and
 - ii. 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 5. CONDUCT AT MEETINGS. Meetings, whether held in person or by Electronic Means shall be conducted in an orderly manner. In the Board's sole discretion, 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 6. 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 of the Board 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 4 within two (2) hours after adjourning the meeting being continued.

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 taking minutes of the meeting. The Board shall make meeting records, including approved minutes, available to a Member upon the Member's written request to the Association.

Section 7. SPECIAL MEETINGS. Special meetings of the Board shall be held whenever called by the President, Vice President, Secretary, or a majority of the Directors in office. Notice of each special meeting shall be given by any Officer of the Association in at least one (1) manner prescribed in Article IV, Section 5.

Section 8. 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 by any method of communication, including electronic and telephonic means without prior notice to the Members and action taken outside a meeting of the Board if each Director is given a reasonable opportunity to express his or her opinion to all other Directors and to vote. 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 and shall be documented in the minutes of the next regular or special Board meeting and formally presented for ratification by a vote of the Board 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:

- (a) fines;
- (b) damage assessments;
- (c) initiation of foreclosure actions;
- (d) initiation of enforcement actions, excluding temporary restraining orders or violations involving a threat to health or safety;

- (e) increases in assessments;
- (f) levying of special assessments;
- (g) appeals from a denial of architectural control approval;
- (h) 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;
- (i) lending or borrowing money;
- (j) the adoption or amendment of a dedicatory instrument;
- (k) the approval of an annual budget or the approval of an amendment of an annual budget;
- (l) the sale or purchase of real property;
- (m) the filling of a vacancy on the Board;
- (n) the construction of capital improvements other than the repair, replacement, or enhancement of existing capital improvements; or
- (o) the election of an Officer.

Section 9. 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 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 (the "Articles of Incorporation"), or by these By-Laws. The Directors in attendance at a duly organized Board meeting may continue to transact business until adjournment as long as there is quorum.

ARTICLE V POWERS AND DUTIES OF THE BOARD

Section 1. POWERS. The Board 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 for the upcoming calendar 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 responsibly 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 Association 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 Association office;
- (l) To appoint committees of the Board, and to delegate to such committees, the Board's authority to carry out certain duties of the Board;
- (m) To enforce by legal means the provisions of the Meyerland 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 Meyerland Deed Restrictions;
- (n) 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;

- (o) To provide for patrol services by law enforcement agencies whose officers are certified by the Texas Commission on Law Enforcement. Companies who are not certified by the Texas Commission on Law Enforcement may not be contracted by the Association; and
- (p) To employ a general manager, an independent contractor, or such other employees as deemed necessary. As determined by the Board, in its sole discretion, their responsibilities may include but not necessarily 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

TITLES AND TERM OF OFFICE. The Officers (herein so called) of the Association shall be elected by a majority of the then in-office Directors for a period of one (1) year or until the next election of Officers is held. 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 or without cause, at any time, by a two-thirds (2/3) vote of the 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 1. 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, Treasurer and Parliamentarian 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 upcoming term will not have a vote for the election of Officers for the upcoming term. Directors elected for the first time will be ineligible to hold an Officer position until completion of at least one (1) 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 Board elections. 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 Board meeting. Write in candidates shall be considered permissible nominees.

Section 2. DUTIES OF THE PRESIDENT. The President shall:

- (a) Have and exercise general supervision over the business and affairs of the Association;
- (b) Preside at meetings of the Members and the Directors;
- (c) 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;
- (d) Have the authority to accept and distribute payments if the Treasurer is unable to.
- (e) 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:
 - i. If the vote is by confidential ballot. The President may vote along with the rest of the voting members.
 - ii. On a vote that is not by confidential ballot:

- a. If a majority vote is required and there is a tie, the President may vote in the affirmative to cause the motion to prevail.
- b. If there is one (1) more in the affirmative than in the negative, the President can create a tie by voting in the negative to cause the motion to fail.
- c. if a two-thirds vote is required, the President may vote either to cause, or to block, attainment of the necessary two-thirds vote.

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, 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:

- (a) Have custody of all funds of the Association which may come into his or her hands;
- (b) 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;
- (c) Sign receipts and vouchers for payments made to the Association;
- (d) 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;
- (e) Whenever required by the Board, he or she shall render a statement of his or her accounts;
- (f) 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. A third-party audit firm shall annually audit the Association's financial statements. The Treasurer is a member of the Executive Committee.

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

Section 5. DUTIES OF THE SECRETARY. The Secretary shall keep the minutes of all meetings of the Members and the Board. The Secretary or the General Manager may attend to the distribution 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. In the absence of the President or Treasurer, he or she shall have the authority to accept and distribute payments 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.

Section 6. DUTIES OF THE PARLIAMENTARIAN. A Parliamentarian is a Director that is familiar with the rules of order and the proper procedures for the conduct of Board meetings. He or she shall be impartial and assist the President to manage meetings and advise on parliamentary procedure.

Section 7. ACCEPTENCE AND DISTRIBUTION OF PAYMENTS. The President, Secretary, and Treasurer shall each have the authority to accept and distribute payments.

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 to the Association.

Any withdrawal or debit from the Operating Account shall require the signature of at least one (1) member of the Executive Committee (President, Vice President, Secretary, Treasurer) or other individual(s) as appointed by the Board and authorized to access this account, unless otherwise stated in these By-Laws.

(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 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 as 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.

Section 4. 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 5. 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 Twenty Thousand Dollars (\$20,000.00) 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 VIII
AMENDMENTS**

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

**ARTICLE IX
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, which may include, but are not limited to the following:

- (a) By-Laws Committee. Shall annually review the By-Laws and make recommendations for changes to the Board.
- (b) Deed Restriction Committee. Responsible for updating the Meyerland Deed Restrictions and collecting the necessary signatures for adoption.
- (c) Election Committee. Prepares for the annual election of Directors. The committee reviews procedures, recommends changes, and acts in official capacities during the election.
- (d) Events Committee. Organizes the annual meeting of the Members, neighborhood activities, afternoon in the park and other matters of general interest to the residents in Meyerland.
- (e) Executive Committee. Consists of the President, Vice-President, Secretary, Treasurer, and the immediate past President. The roles of the Executive Committee are to provide direction for the Board and the Association, respond to urgent issues on behalf of the Board, conduct the strategic planning for the Board, and consult with the Association staff on important issues and decisions.
- (f) Finance and Budget Committee. Reviews the preliminary budget documents, makes adjustments if necessary, and then recommends a final budget for presentation to the Board.
- (g) Human Resources Committee. Develops and oversees hiring practices, compensation policies and job evaluation procedures for Association staff.

- (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 to the Board.
- (i) **Policy Committee.** Reviews existing policies and writes new policies as needed or directed by the Board.
- (j) **Publications Committee.** Responsible for managing the community newsletter and overseeing the Association website. The editor(s) of the newsletter shall chair the publications committee.
- (k) **Review and Control Committee (“RCC”).**
 - i. Reviews applications for building, remodeling, and improving Meyerland homes and lots in conformity with the policies and deed restrictions applicable to the section in Meyerland the home is located in.
 - ii. Provides input, but does not decide, as to aesthetics for projects that fit within Meyerland. Works independently from the Board. Members of the RCC cannot serve on the Board, however, the RCC may seek guidance from the Board.
- (l) **Traffic and Security Committee.**
 - i. **Traffic:** Considers Members 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.

Section 2. MEMBERSHIP. The members and chair of each committee shall be recommended by the President and installed with the approval of the Board.

Section 3. AD HOC COMMITTEES. Ad Hoc Committees may be recommended by the President and approved by the Board.

ARTICLE X MISCELLANEOUS

Section 1. NO WAIVER OF RIGHTS. The failure of the Meyerland Architectural Control Committee, the RCC, 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 policies, 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, unless said services are outside normal duties of their position. 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. 501(c)(4) STATUS. 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 7. ATTORNEY FEES. If any Owner or resident in Meyerland fails to comply with the terms of the Meyerland Deed Restrictions and/or policies, rules and regulations of the Association and the Association or any Owner in Meyerland finds it necessary to enforce the terms and provisions of the Meyerland Deed Restrictions and/or policies, rules and regulations of the Association 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 the Meyerland Deed Restrictions and/or policies) 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 the Meyerland Deed Restrictions and/or policies, rules and regulations of the Association.

**ARTICLE XI
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.

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e-Filed & e-Recorded in the
Official Public Records of
HARRIS COUNTY
TENESHIA HUDSPETH
COUNTY CLERK
Fees \$106.00

RECORDERS MEMORANDUM

This instrument was received and recorded electronically and any blackouts, additions or changes were present at the time the instrument was filed and recorded.

Any provision herein which restricts the sale, rental, or use of the described real property because of color or race is invalid and unenforceable under federal law.

THE STATE OF TEXAS
COUNTY OF HARRIS

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



Teneshia Hudspeth
COUNTY CLERK
HARRIS COUNTY, TEXAS

RP-2023-76995