

BYLAWS  
OF  
KEEGANS GLEN HOMEOWNERS ASSOCIATION, INC.

ARTICLE I  
NAME AND LOCATION

The name of the corporation is KEEGANS GLEN HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "Association". The principal office of the corporation shall be located at 2727 Allen Parkway, Life Building, Plaza Level, Houston, Texas 77019, but meetings of members and directors may be held at such places within the State of Texas, County of Harris, as may be designated by the Board of Directors.

ARTICLE II  
DEFINITIONS

Section 1. "Association" shall mean and refer to KEEGANS GLEN HOMEOWNERS ASSOCIATION, INC., a Texas non-profit corporation, its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain property or properties described in the Declaration of Covenants, Conditions and Restrictions for Keegans Glen, Section One, a subdivision in Harris County, Texas, and any additional properties which may hereafter be brought within the jurisdiction of the Association.

Section 3. "Community Properties" shall mean and refer to all real property owned by the Association for the common use and enjoyment of the members of the Association.

Section 4. "Lot" or "Lots" shall mean and refer to the plots of land depicted and numbered as such upon the Subdivision Plat of Keegans Glen, Section One Subdivision as recorded in the Map Records of Harris County, Texas and any re-plat or addition thereto.

Section 6. "Declarant" shall mean and refer to Atlas Realty Company, a Texas corporation, the Declarant in the Declaration, and its successors and assigns if such successors and assigns should acquire more than one undeveloped Lot from the Declarant for the purpose of development.

Section 7. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions for Keegans Glen, Section One, a subdivision in Harris County, Texas, filed for record in the office of the County Clerk of Harris County, Texas, and any additions or supplements thereto.

Section 8. "Member" shall mean and refer to those persons entitled to membership as provided in the Articles of Incorporation of the Association.

### ARTICLE III

#### MEETING OF MEMBERS

Section 1. Annual Meetings. The regular annual meeting of the members of the Association shall be held on the first Tuesday in November of each year beginning in 1979 at 10:00 a.m. at the principal office of the Association. If such date for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday. The failure to hold the regular annual meeting at the designated time shall not work a dissolution of the Association.

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

Section 3. Notice of Meetings. Written notice of each special meeting of the members shall be given by, or at the direction of, the secretary or any person or persons authorized to call a meeting, by

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-fifth (1/5) of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

#### ARTICLE IV

##### BOARD OF DIRECTORS

Section 1. Board of Directors. The affairs of this Association shall be managed by a Board of not less than three (3) Directors, who need not be members of the Association. The number of Directors may be increased or decreased from time to time by amendment of the Bylaws in accordance with Article XII.

Section 2. Term of Office. The initial Directors for the Association set forth in the Articles of Incorporation shall hold office for a term of five (5) years and, thereafter, until their successors are duly elected and qualified. The initial Directors shall be selected by Declarant. Any vacancy, from whatever cause, occurring in the Board of Directors during the initial five year term shall be filled by appointment made by the remaining Director or Directors. The person appointed by the remaining Director or Directors to fill such vacancy shall serve for the remainder of the initial five year term and until his successor is duly elected and

Section 3. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among members or non-members.

Section 4. Election. Election to the Board of Directors shall be by secret written ballot. At such election the members or their proxies may cast, in respect of each vacancy, as many votes as they are entitled to cast under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cummulative voting shall not be permitted.

Section 5. Removal. No member of the Board of Directors shall be removed from office except for malfeasance in the conduct of his duties. In the event of death, resignation or removal of a Director, his successor shall be selected by the remaining members of the Board and shall serve for the the unexpired term of his predecessor.

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

## ARTICLE V

### MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of

Association or by any Director after not less than three (3) days notice to each Director, when such notice may be waived at or prior to such meeting.

Section 3. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

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

## ARTICLE VI

### POWERS AND DUTIES OF THE ASSOCIATION

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

- (a) to construct, manage and maintain Community Properties and Facilities and any adjacent or included public properties; and to make assessments annually therefor, and for other purposes, all pursuant to the Declaration;
- (b) to charge reasonable admission and other fees for the use of the recreational facilities located on the Community Properties, and to make, publish and enforce reasonable rules and regulations governing the use and enjoyment of the Community Properties and Facilities, or any part thereof, all of which reasonable rules and regulations shall be binding upon, complied with, and observed by each member. These rules and regulations may include provisions to govern and control the use of the Community Properties and Facilities by guests and invitees of the members, including, without limitation, the number of guests or invitees who may use the Community Properties and Facilities, or any part thereof, at the same time;
- (c) to suspend the voting rights of a member and his right and

terms as the Board of Directors may deem appropriate; to operate recreational facilities and related concessions located on the Community Properties; to enter lease agreements or concession agreements granting leasehold, concession, or other operating rights relative to recreational facilities located on the Community Properties in such instances and on such terms as the Board of Directors may deem appropriate;

- (e) to exercise for the Association all rights, powers, duties and authority granted, vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration; and
- (f) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors.

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

- (a) cause to be kept a complete record of all of its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Class A members who are entitled to vote;
- (b) supervise all officers, agents, and employees of this Association, and to see that their duties are properly performed;
- (c) fix the amount of the annual assessment against properties subject to the jurisdiction of the Association and take such actions as it deems appropriate to collect such assessments and to enforce the liens given to secure payment thereof;
- (d) issue, or cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states that an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- (e) procure and maintain such liability and hazard insurance as it may deem appropriate on any property or facilities owned by the Association;
- (f) cause any officers or employees having fiscal responsibilities to be bonded, at it may deem appropriate; and
- (g) cause the Community Properties to be maintained.

## ARTICLE VII

### OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this

Association shall be a president who shall be at all times a member

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

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. No person shall simultaneously hold more than one office except the office of vice president, secretary, treasurer, and/or special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers of the Association are as follows:

President

- (a) The president shall preside at all meetings of the Board of Directors and of the Association; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all promissory notes.

Vice President

- (b) The vice president shall act in the place and stead of the president in the event of his absence, inability, or refusal

### Treasurer

- (d) The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; and keep accurate books and records of the fiscal affairs of the Association and make the same available for inspection by members of the Association during normal business hours.

### ARTICLE VIII

#### COMMITTEES

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

### ARTICLE IX

#### BOOKS AND RECORDS

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

### ARTICLE X

#### ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association certain annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. In the event a member's assessment is delinquent, he and members of his immediate family residing with him and his guests may be denied use of any of the Community Properties. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date



for herein by non-use of any of the facilities or services provided by the Association or by abandonment of his Lot.

ARTICLE XI

CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the name of the Association and within the center the word "Texas".

ARTICLE XII

AMENDMENTS

Section 1. Amendment. These bylaws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy. However, FHA or VA shall have the right to veto amendments while there is a Class B membership.

Section 2. Conflict. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control, and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

ARTICLE XIII

MISCELLANEOUS

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

IN WITNESS WHEREOF, we being all of the Directors of Keegans Glen Homeowners Association, Inc. have hereunto set our hands this 16 day of March, 1979.



Wade Forbes

R. Craig Lehman

CERTIFICATION

I, the undersigned, do hereby certify:

That I am the duly elected and acting secretary of KEEGANS GLEN HOMEOWNERS ASSOCIATION, INC., a Texas non-profit corporation, and

That the foregoing Bylaws constitute the original Bylaws of said Association, as duly adopted by unanimous written consent of the Board of Directors thereof on the 16<sup>th</sup> of March, 1979.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this the 16 day of March, 1979.



Mervine Mathias  
Secretary