

BY-LAWS
OF
PARKGLEN WEST COMMUNITY
IMPROVEMENT ASSOCIATION

ARTICLE I

DEFINITIONS

As used in these By-Laws, unless the context otherwise requires, the term:

- (a) "Corporation" means the Parkglen West Community Improvement Association, Inc.
- (b) "Articles of Incorporation" means the original or restated Articles of Incorporation and all amendments thereto.
- (c) "By-Laws" means the code or code of rules adopted for the regulation or management of the Corporation.
- (d) "Subdivision" means that certain area located in southwest Harris County, Texas, known and platted as Parkglen West, 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, or by purchase or other proper acquisition, be placed under the jurisdiction of the Corporation or be submitted to and accepted as being within the jurisdiction of the Corporation by resolution of the Board of Directors of the Corporation.
- (e) "Member" means the title holder of record, whether one or more persons or entities, of a residential lot located within the Subdivision.
- (f) "Board of Directors" means the group of persons vested with the management of the affairs of the Corporation.

ARTICLE II

PURPOSES AND FUNCTIONS

Sec. 1 Purposes: The purposes for which Parkglen West Community Improvement Association is formed are civic and social and are to be for the benefit and betterment of the residents and property owners of the Subdivision.

Sec. 2 Functions: In order to carry out such purposes, the Corporation, at the discretion of its Board of Directors, may perform the following functions, which are herebelow listed for clarification and not by way of limitation, and the exercise of such functions shall be deemed to be within the scope of activities contemplated by the Articles of Incorporation:

(a) The Corporation may care for vacant, unimproved and unkept lots in the Subdivision; remove and destroy grass, weeds and rodents therefrom and do other things and perform any labor necessary or desirable to keep the property and the land contiguous thereto neat and in good order.

(b) The Corporation may enforce charges, deed restrictions and other restrictions, conditions and covenants existing upon and created for the benefit of said property over which the Corporation has jurisdiction and it may enforce its decisions with respect thereto and may reimburse any declarant under any declaration of conditions, covenants, restrictions, assessments or charges affecting said property, or any part thereof, for all costs and expenses incurred or paid by it in connection with the enforcement of any of the conditions, covenants, deed restrictions and other restrictions, charges, assessments or terms set forth in any declaration.

(c) The Corporation may perform any and all lawful things and acts which it at any time and from time to time shall, in its discretion, deem to be to the best interests of said property and to the owners of the residential lots there-within and shall pay all costs and expenses in connection therewith.

(d) The Corporation may provide for garbage and rubbish collection and disposal.

(e) In the exercise of any of its powers or duties relating to maintenance of, operation of, construction or reconstruction of any facilities provided for herein, the Corporation may contract with anyone it deems qualified to act as such contractor but only on the basis that such contractor shall perform as an independent contractor and not as an agent of the Corporation.

(f) The Corporation may expend the funds collected by it from assessments, maintenance charges and from all other monies received by it for the payment and discharge of all costs, expenses and obligations incurred by the Corporation in carrying out any or all of the purposes for which the Corporation is formed.

Sec. 3 Jurisdiction: The activities of the Corporation shall be limited to the Subdivision and to such other areas which may hereafter be placed under or submitted to the jurisdiction of the Corporation through the operation of conditions, covenants, restrictions, easements, reservations or charges pertaining to the same, provided such area are accepted as being within the jurisdiction of the Corporation by resolution of the Board of Directors of the Corporation.

ARTICLE III

REGISTERED OFFICE AND REGISTERED AGENT

Sec. 1 Registered Office: The Corporation shall have and continuously maintain a registered office in Harris County, Texas, which may be, but need not be, the same as its principal office and the address of the registered office may be changed from time to time by resolution of the Board of Directors, in accordance with the provisions of Sec. 2.06 of the Texas Non-Profit Corporation Act.

Sec. 2 Registered Agent: The Corporation shall have a registered agent and such agent's address shall be the same as that of the registered office.

ARTICLE IV

MEMBERSHIP, MEETINGS, NOTICE, QUORUM AND VOTING

Sec. 1 Classes of Membership: There shall be but one class of members of the Corporation, viz., record title holders of the residential lots within the Subdivision.

Sec. 2 Meetings: The following types of meetings shall be held:

(a) Regular meetings: Regular meetings of the members shall be held quarterly in February, May, August, and November on a specific designated day of the month, selected for each calendar year by the Board of Directors, at a time and place designated by the Board of Directors.

(b) Special Meetings: Special meetings of the members shall be held at a time and place designated by the Board of Directors and only that business indicated in the notice of special meeting shall be taken up and acted upon at such special meeting.

(c) Annual Meeting: The annual meeting of the Corporation shall be held on the second Tuesday in February of each year at the time and place last previously designated by the Board of Directors for the holding of regular monthly membership meetings. The main purpose of such annual meeting shall be the election of a board of directors but any other business properly coming before the membership may also be considered after such election has taken place.

Sec. 3 Notice: Notice of regular and annual meetings of the membership shall be required. Notice of a special meeting of the members shall be required and is to be given by mail and by circular delivered to each member at least two (2) days prior to the date on which such special meeting is to be held.

Sec. 4 Quorum: Twenty (20) members, present in person shall constitute a quorum for all purposes at any meeting of the members. If the number of members necessary to constitute a quorum at any regular, special or annual meeting of the members shall fail to attend in person, the members present in person may adjourn any such meeting from time to time without notice other than by announcement at such meeting until the number requisite to constitute a quorum shall be present or attend in person. A majority of the members present in person may also adjourn any regular, special or annual meeting from time to time without notice, other than by announcement at the meeting, until the transaction of any and all business submitted to such meeting or any adjournment or adjournments thereof shall have been completed. At any such adjourned meeting at which a quorum may be present, in person, any business may be transacted which might have been transacted at the meeting as originally notified or called.

Sec. 5 Voting: Each member shall be entitled to one vote for each residential lot owned in the Subdivision, whether developed or not, at each meeting of the members. This means that no more than one (1) vote per residential lot can be cast at any such meeting, regardless of the number of owners comprising the title holder of record of each residential lot in the Subdivision. Each member may vote in person or by proxy appointed by instrument in writing and subscribed by the member or by the duly authorized attorney of such member. At all meetings of members, all questions, except those the manner of deciding which is otherwise expressly governed by statute, the Articles of Incorporation of the Corporation or the By-Laws, shall be decided by the vote of the majority of the members of the Corporation present in person or by proxy and entitled to

vote, a quorum being present. All voting shall be by voice vote except that upon the determination of the presiding officer of any meeting or upon the demand of five (5) members or their proxy holders, voting on a particular question shall be by secret ballot. Upon completion of such secret balloting, the presiding officer shall appoint two (2) tellers from among the members present, being one from each side of the issue presented, to tabulate the vote and present the results thereof to the Secretary of the Corporation or to the person acting as secretary at such meeting, who shall then announce the results of such vote.

ARTICLE V

BY-LAWS

Sec. 1 Amendment: The power to alter, amend or repeal the By-Laws or to adopt new By-Laws shall be vested in the members but such power may be delegated by the members to the Board of Directors. The By-Laws may be altered, amended or repealed or new By-Laws adopted at a regular, special or annual meeting of the members, or by the Board of Directors if so empowered, by a vote of a majority of the membership, or Board of Directors if so empowered, present in person or by proxy. Before such a vote shall be valid, notification that said vote is to be taken must have been included in the notification required by Article IV, Section 3 for the regular, special, or annual meeting at which the vote is being taken.

Sec. 2 Conflict: In the event of a conflict between the provisions of these By-Laws and the provisions of the Deed Restrictions which apply to the Subdivision, as such Restrictions are recorded in the Deed Records of Harris County, Texas, the provisions of the said Deed Restrictions shall control.

Sec. 3 Publishing: At such times as the Board of Directors shall direct, but not less than once during each fiscal year unless otherwise provided herein, the Secretary of the Corporation shall cause to be printed a reasonable number of copies of the By-Laws, as amended, in order that any member requesting a copy of same may be provided with a copy of said By-Laws, as amended. An original copy of the said By-Laws, as amended, signed and dated by the President and the Secretary of the Corporation, shall be filed in the Deed Records of Harris County, Texas, at least during either the months of March or April each year, unless there have been no alterations, amendments or repealing of the By-Laws or adoption of new By-Laws since the last previous such filing of same.

ARTICLE VI

BOARD OF DIRECTORS

Sec. 1 Management: The affairs of the Corporation shall be managed by the Board of Directors.

Sec. 2 Number and Qualifications: The number of directors shall be twenty (20) but the number of directors may be increased or decreased from time to time by the affirmative vote of a majority of the members, present in person or by proxy, at any regular, special or annual meeting of the members, provided that the number of directors shall never be less than five (5). Before such a vote shall be valid, notification that said vote is to be taken must have been included in the notification required by Article IV, Section 3 for the regular, special, or annual meeting at which the vote is being taken. A director must be a member of the Corporation.

Sec. 3 Election: The directors shall be elected each year at the annual meeting of the members of the Corporation or at an adjourned annual meeting of the members, and each director shall be elected to hold office and serve until the next annual meeting of the members and until his successor shall be elected and shall qualify. Nominations shall be made at the regular monthly membership meeting immediately preceding the annual meeting.

Sec. 4 Vacancy: Any vacancy occurring in the Board of Directors shall be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of increase in the number of directors shall be filled by an election at an annual meeting or at a special meeting of members called for that purpose. The office of a board member shall be deemed to be vacant in the event such board member shall be absent from two (2) consecutive board meetings or from two (2) of three (3) consecutive regular monthly membership meetings, unless good cause is shown and accepted by the Board of Directors.

Sec. 5 Resignation: The resignation of a board member shall be in writing and addressed to and be received by either the President or Secretary of the Corporation and shall take effect at the time specified therein, or, if no time be specified, at the time of its receipt by the President or Secretary.

Sec. 6 Quorum: A quorum for the transaction of business by the Board of Directors shall be one-third (1/3) of the number of directors holding office but in no event less than five (5). A director present by proxy may not be counted toward a quorum.

Sec. 7 Voting: The act of a majority of the directors present in person or by proxy at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided by law. A director may vote in person or by proxy executed in writing by the director, except that no proxy shall be valid after three (3) months from the date of its execution.

Sec. 8 Meetings: Meetings of the Board of Directors, except as otherwise provided for in these By-Laws, shall be held whenever called by the President or a Vice President or the Secretary or a majority of the directors then in office.

Sec. 9 Notice: Notice of a board meeting shall be given by mail, telephone or personal delivery to each director at his residence or usual place of business at least one (1) day prior to such meeting.

Sec. 10 Election of Officers: Each newly elected Board of Directors shall hold its first meeting for the purpose of organization and the transaction of business; if a quorum is present, immediately after the Annual Meeting of the members, or adjourned Annual Meeting of the members. At such first meeting of the newly elected Board of Directors, the Board of Directors shall first proceed to the election of the officers of the Corporation from among their number and following such election, any and all other business of any nature or character may be transacted at such first meeting.

Sec. 11 Ratification: At the discretion of the Board of Directors, at any meeting of the Board at which a quorum is present, the Board of Directors is authorized to ratify any past act or decision of a director or directors, or an officer or officers, or a member or members, or an agent or agents, whether such act or decision was done or made jointly or severally, and notwithstanding that such past act or decision may at the time have been done or performed improperly, so long as not then contrary to law and not contrary to the Articles of Incorporation and By-Laws in effect at the time of ratification; and such past act or decision, when so ratified, shall be the act or decision of the Corporation and binding thereupon.

ARTICLE VII

OFFICERS

Sec. 1 Number: The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers as the Board of Directors may from time to time elect or appoint. All officers shall be subject to removal, with or without cause, at any time, by vote of a majority of the whole Board of Directors.

Sec. 2 Election: The election of officers shall be as provided in Article VI, Section 10 of these By-Laws.

Sec. 3 President: Subject to the control of the Board of Directors, the President shall be in general charge of the affairs of the Corporation in the ordinary course of its business. He shall preside at all meetings of the members and of the Board of Directors. He shall 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 Corporation, and he shall do and perform such other duties as may from time to time be assigned to him by the Board of Directors, provided that none of the above shall conflict with any other provision of these By-Laws.

Sec. 4 Vice Presidents: Each Vice President shall have the usual powers and duties pertaining to his office together with such other powers and duties as may be assigned to him by the Board of Directors and the Vice President shall have and exercise the powers of the President during that officer's absence or inability to act. Any action taken by a Vice President in the performance of the duties of the President shall be conclusive evidence of the absence or inability to act of the President at the time such action was taken.

Sec. 5 Secretary: The Secretary shall keep the minutes of all meetings of the Board of Directors and the minutes of all meetings of the members in a book provided for that purpose. He shall attend to the giving and serving of all notices and shall sign with the President or a Vice President in the name of the Corporation all contracts, conveyances, transfers, assignments, authorizations and other instruments of the Corporation and affix the Seal of the Corporation thereto. He shall have charge of and maintain and keep such books and papers as the Board of Directors may direct, all of which shall upon request and at all reasonable times be open to the inspection of any director and he shall in general perform all the duties incident to the office of Secretary subject to the control of the Board of Directors. The Secretary shall have custody of the Seal of the Corporation, which Seal shall be circular in form and shall have inscribed thereon the name of the Corporation.

Sec. 6 Treasurer: The Treasurer is to have custody of all the funds and securities of the Corporation. When necessary and proper, he may endorse, on behalf of the Corporation, for collection, checks, notes and other obligations and shall deposit the same to the credit of the Corporation in such bank or banks or depositories as shall be designated in the manner prescribed by the Board of Directors. He shall sign all receipts and vouchers for payments made to the Corporation, either alone or jointly with such officer or officers as are designated by

The Board of Directors. Whenever required by the Board of Directors, he shall render a statement of his cash account and shall enter or cause to be entered regularly on the books of the Corporation to be kept by him for that purpose a full and accurate accounting of all monies received and paid out on account of the Corporation. He shall at all reasonable times exhibit his books and accounts to any director of the Corporation and shall perform all acts incident to the position of Treasurer subject to the control of the Board of Directors and he shall, if required by the Board of Directors, give such bond for the faithful discharge of his duties in such form as the Board of Directors may require.

Sec. 7 Resignation, Vacancy: The resignation of an officer shall be in writing and addressed and received by either the President or Secretary of the Corporation and shall take effect at the time specified therein, or, if no time be specified, at the time of its receipt by the President or Secretary. An office shall be deemed to be vacant in the event an officer shall be absent from two (2) consecutive regular monthly meetings of the members without good cause shown and accepted by the Board of Directors. A vacancy in the office of any officer shall be filled by vote of a majority of the directors then in office.

ARTICLE VIII

FINANCIAL AND CONTRACTUAL MATTERS

Sec. 1 Financial: Pertaining to financial matters, the following shall obtain:

(a) All checks, drafts and other orders for the payment of money out of the funds of the Corporation and all notes or other evidences of indebtedness of the Corporation shall be signed on behalf of the Corporation and in such manner as shall from time to time be authorized by vote of the Board of Directors.

(b) No loan shall be contracted for on behalf of the Corporation and no negotiable papers shall be issued in its name unless authorized by vote of the Board of Directors.

(c) All funds of the Corporation not otherwise authorized to be employed shall be promptly deposited to the credit of the Corporation in such bank or banks or other depositories as the Board of Directors may designate and for the purpose of such deposit, the President or a Vice President or the Secretary or the Treasurer or any other officer or agent or employee of the Corporation to whom such power may be delegated by the Board of Directors may endorse, assign and deliver checks, drafts and other orders for the payment of money which are made payable to the Corporation.

(d) The fiscal year of the Corporation shall be from January 1 through December 31 of each year.

(e) A certified public accountant shall be retained by the Board of Directors to make an opinion audit at the end of each fiscal year.

Sec. 2 Contractual: The Board of Directors, except as provided otherwise in these By-Laws, may authorize any officer or officers, agent or agents, in the name of and on behalf of the Corporation, to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors or expressly authorized by the By-Laws, no officer or agent or employee shall have any power or authority to bind the Corporation, by any contract or engagement or to pledge its credit or to render it liable pecuniarily for any purpose or to any amount.

ARTICLE IX

ARCHITECTURAL CONTROL COMMITTEE

Sec. 1 Authority: The authority for the Architectural Control Committee, hereinafter called the Committee, is derived from Article II, Section 2(b) of the Corporation By-Laws.

Sec. 2 Number and Qualifications: The number of members shall be three (3). A member of the Committee must be a member of the Corporation.

Sec. 3 Election: One position shall be filled annually for a three (3) year term. Replacement shall be on a rotating basis by election. Elections shall be held each year at the annual meeting of the members of the Corporation or at an adjourned annual meeting of the members with nominations made at the regular monthly membership meeting preceding the annual meeting.

Sec. 4 Resignation and Removal from Office: The resignation of a member shall be in writing and addressed to and be received by either the President or Secretary of the Corporation and shall take effect at the time specified therein, or, if no time be specified, at the time of its receipt by the President or Secretary.

A member of the Committee can be removed prior to the end of his term by a two-thirds (2/3) vote of the members present at a regular or special meeting of the Corporation. A quorum shall be necessary as in other matters. Notification to members of the Corporation concerning the vote to be taken

upon the removal issue must appear in the notice for that regular or special meeting which is required by Article IV, Section 3 before said removal vote may be taken.

Sec. 5 Vacancy: Any vacancy occurring in the Committee shall be filled by the affirmative vote of a majority of the Board of Directors. A member shall be elected to fill the unexpired term of his predecessor in office. Those persons under consideration by the Board of Directors will include those recommended by the Committee.

Sec. 6 Committee Responsibilities:

(a) The Committee is to carry out any functions assigned to it in writing by the members of the Architectural Control Committee named in the deed restrictions.

(b) Committee members shall elect a chairman who will be responsible for the files and other paper work necessary to committee functioning. The chairman will also act as liaison between the Committee and the Board of Directors.

(c) When plans are submitted to the Committee, they will respond in writing within thirty (30) days.

(d) The Committee will make interim inspections of work in progress to insure conformity to the approved plans.


(e) Visitations shall be made by the Committee to homes where possible violations exist to advise the member or members as to the method to follow to satisfy the deed restrictions.

(f) The Committee may be one vehicle through which complaints are presented to the Board of Directors, but only as concerns architectural matters.

We, the undersigned, do hereby certify that the foregoing is a true and correct copy of the By-Laws of Parkglen West Community Improvement Association, Inc., a Texas corporation, as last amended on February 11, 1975.

PREPARED AND
WITNESSED BY:

BILL WINNER, President, Parkglen
West Community Improvement
Association, Inc.



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Improvement Association, Inc.