

BRIARWOOD HOMEOWNERS ASSOCIATION

BYLAWS 2013031333 MISC

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Article I

Name and Location

The name of the corporation is Briarwood Homeowners Association, hereinafter referred to as the Association. The principal office of the corporation shall be located at 62 Cayenne Common, Lake Jackson, Texas, but the Board of Directors may change that location from time to time. Meetings of members and directors may be held at such place within the State of Texas, County of Brazoria, as may be designated by the President of the Association.

Article II

Definitions

Section 1. "Association" shall mean and refer to Briarwood Homeowners Association, its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

Section 4. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Area.

Section 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 6. "Declaration" shall mean and refer to the Declaration of Covenants, Restrictions and Conditions dated the 15th day of April 1974, and recorded at Volume 1201 p. 134 of the Deed Records of Brazoria County, Texas, as amended from time to time.

Section 7. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

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Article III
Meetings of Members

Section 1. Annual Meetings. Annual meetings shall be held at the Lake Jackson Civic Center on the first Tuesday of February of each year at 6:00 p.m., but the President or Board of Directors may set a different starting hour and place in Brazoria County, Texas, for a particular annual meeting, if notice of such starting hour and place is given to the Members as provided herein.

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

Section 3. Notice of Meetings.

- a. Requirement of Notice. Written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting.
- b. Contents of Notice. Such notice shall specify the place, day and hour of the meeting and, in the case of a special meeting, the purpose of the meeting.
- c. Method of Notice. Notice shall be given by any of the following methods: Personal delivery; United States mail, postage prepaid, addressed to the person at the persons' address as it appears on the ownership or membership records of the Association; or facsimile or electronic message transmitted to a facsimile number or an electronic message address provided by the person, or to which the person consents, for the purpose of receiving notice.
- d. Time Period for Notice. Notice must be given at least ten days but not more than sixty days before the meeting.
- e. Effective Date of Notice. Notice shall be effective upon the earliest of the following: actual receipt by any method; depositing the notice in the United States mail as herein provided; or transmission to a facsimile number or an electronic message address as herein provided.

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Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes 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, by proxy, by absentee ballot, or by electronic ballot. (Statutory reference: Texas Property Code Section 209.00592) All proxies shall be in writing and filed with the Secretary. Every proxy shall automatically cease upon conveyance by the member of his Lot.

Article IV

Board of Directors: Selection: Term of Office

Section 1. Number. The affairs of the Association shall be managed by a Board of at least five (5) and not more than seven (7) directors. The Board of Directors may from time to time determine the number of Directors, within the range allowed by this Section, but a reduction of the number of Directors shall not remove a Director during his or her term. Directors must be members of the Association.

Section 2. Term of Office. Directors shall be elected for a term of two years. The terms shall be staggered, with as nearly as possible to half of the Directors being elected in even numbered years, and the others being elected in odd numbered years.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of removal of a director, the successor shall be elected by a majority vote of the members of the Association to fill the unexpired term. The election for a successor director may be held together with the removal election or thereafter, but the election of a successor to fill the unexpired term shall have no effect if the removal proposition does not pass. In the event of death or resignation of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

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Section 4. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Action Taken without a Meeting. Except as otherwise provided by law, the directors shall have the right to take any action in the absence of a meeting, which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors. (Statutory reference: Texas Property Code Section 209.0051, which significantly restricts the application of this section)

Article V

Nomination and Election of Directors

Section 1. 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 by any member. 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 and such appointment shall be announced at each 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 will be made from among members.

Section 2. Election. Election to the Board of Directors shall be by written ballot. At such election the members and their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted. (Statutory reference: Texas Property Code Sections 209.0055 through 209.00594)

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Article VI
Meetings of Directors

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at least every three months at such place and hour as may be fixed from time to time by resolution of the Board.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two directors.

Section 3. Notice of Meetings.

- a. Notice to Members. Notice of regular and special board meetings shall be given to the members to the extent required by law. (Statutory reference: Texas Property Code Section 209.0051)
- b. Notice to Directors. Notice of regular and special board meetings shall be given to each director not less than three days before the meeting, unless that director waives the notice. The contents, method, and effective date of notice to Directors under this section shall be the same as for notice to members of a members meeting under these Bylaws.

Section 4. Quorum. A majority of the number of directors (excluding vacant directorships) 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.

Article VII
Powers and Duties of the Board of Directors

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

- a. Adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;
- b. Suspend the right to use the recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days for infraction of published rules and regulations;

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- c. Exercise for the Association all powers, duties, and authority 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;
- d. 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;
- e. Employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties; and
- f. Cause the exterior of the dwellings to be maintained.

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

- a. Subject to any legal privilege or any lawful right of confidentiality, cause to be kept a complete record of all 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 members who are entitled to vote;
- b. Annually prepare or approve a financial report for the Association for the preceding year. (Statutory reference on contents of report: Bus. Org. Code sec. 22.352.);
- c. Supervise all the officers, agents, and employees of this Association and to see that their duties are properly performed;
- d. As more fully provided in the Declaration, to:
 - 1. Fix the amount of the monthly assessment against each Lot;
 - 2. Foreclose the lien against any property for which assessments are not paid or to bring an action at law against the owner personally obligated to pay the same;
- e. Issue, or to 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 an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- f. Procure and maintain adequate liability and hazard insurance on property owned by the Association;

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- g. Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;
- h. Procure and maintain adequate liability insurance for the protection of the directors and officers in their capacities as such, as it may deem appropriate;
- i. Cause the Common Area to be maintained.

Article VIII
Officers and Their Duties

Section 1. Enumeration of Officers. The officers of this Association shall be a president and vice-president, who shall at all times be members of the Board of Directors, a secretary and a treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

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 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.

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Section 7. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

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

- a. **President.** The president shall preside at all meetings of the Board of Directors, shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, promissory notes, deeds and other written instruments.
- b. **Vice President.** The vice president shall act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.
- c. **Secretary.** The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members. The Secretary shall cause the following to be done: serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board. In the absence, inability, or refusal of the Treasurer to act, the Secretary shall perform the duties of the Treasurer.
- d. **Treasurer.** The treasurer shall do the following or cause it to be done by the Property Manager: 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; cause an annual report of the Association's finances to be made at the completion of each fiscal year for consideration by the Board of Directors; and shall prepare an annual budget and a statement of income and expenditures to be represented to the membership at its regular annual meeting, and deliver a copy of each to the members. In the absence, inability, or refusal of the Secretary to act, the Treasurer shall perform the duties of the Secretary.

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Article IX
Committees

The Board of Directors shall appoint committees as deemed appropriate in carrying out its purpose.

Article X
Books and Records

To the extent provided by law, and subject to any legal privilege or lawful right of confidentiality, the books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member upon written request with sufficient detail describing the property owners' association's books and records requested. 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. (Statutory reference: Texas Property Code Section 209.005)

Article XI
Assessments

As more fully provided in the Declaration, each member is obligated to pay the Association monthly 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. If the assessment is not paid within five (5) days after the due date, the Association, at its option, may levy an additional late charge of \$5, and the assessment shall bear interest from the date of delinquency at the rate of ten percent (10%) per annum, and the Association may bring an action at law against the owner personally obligated to pay the same or foreclose the lien against the property; and interest, costs and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No owner may waive or otherwise escape liability for the assessments provided for herein by use of the Common Area or abandonment of his Lot.

Article XII
Amendments

Section 1. These Bylaws may be amended, at a regular or special meeting of the members for which a quorum exists, by a vote of two-thirds of members present in person or by proxy.

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BYLAWS, CONTINUED**

Section 2. In the case of any conflict between the Restated Certificate of Formation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration

Section 3. of Covenants, Conditions, and Restrictions of Briarwood Subdivision, Section II (“the Declaration”) and these Bylaws, the Declaration shall control.

**Article XIII
Miscellaneous**

Section 1. Fiscal Year. 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 1st fiscal year shall begin on the date of incorporation.

Section 2. Statutory References. The statutory references herein are included only for convenience and are not intended to adopt the referenced statutes as part of these bylaws. Accordingly, if a referenced statute is repealed or amended, these bylaws shall not purport to keep the former statutory provisions in effect.

End of Bylaws

**BRIARWOOD HOMEOWNERS ASSOCIATION
BYLAWS, CONTINUED**

BRIARWOOD HOMEOWNER ASSOCIATION, INC.

By: Susanna Gibson
Susanna Gibson, President

Attest:

By: Sallie Cadenhead
Sallie Cadenhead, Secretary

THE STATE OF TEXAS §

COUNTY OF BRAZORIA §

This instrument was acknowledged before me, on the 5 day of February 2013, by
Susanna Gibson, as President on behalf of Briarwood Homeowners Association, Inc.



Alice A. Rodgers
Notary Public in and for the State of Texas

THE STATE OF TEXAS §

COUNTY OF BRAZORIA §

This instrument was acknowledged before me, on the ____ day of _____, 2013, by
Sallie Cadenhead, as Secretary on behalf of Briarwood Homeowners Association

Notary Public in and for the State of Texas

FILED and RECORDED

Instrument Number: 2013031333

Filing and Recording Date: 06/27/2013 03:33:28 PM Pages: 12 Recording Fee: \$56.00

I hereby certify that this instrument was FILED on the date and time stamped hereon and RECORDED in the OFFICIAL PUBLIC RECORDS of Brazoria County, Texas.



A handwritten signature in cursive script, appearing to read "Joyce Hudman".

Joyce Hudman, County Clerk
Brazoria County, Texas

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