



**AMENDED, CONSOLIDATED AND RESTATED BYLAWS OF  
SOUTHWYCK, SECTION IV HOMEOWNERS' ASSOCIATION**

STATE OF TEXAS §

§

COUNTY OF BRAZORIA §

WHEREAS, the original Bylaws of Southwyck, Section IV Homeowners' Association were executed on August 15, 1984, and filed of record in the Real Property Records of Brazoria County, Texas under Clerk's File Number 2011-044104 (the "Bylaws"); and

WHEREAS, the First Amendment to Bylaws was executed on October 28, 2006, and filed of record in the Real Property Records of Brazoria County, Texas under Clerk's File Number 2007-053516; and

WHEREAS, the Second Amendment to Bylaws was executed on November 1, 2011, and filed of record in the Real Property Records of Brazoria County, Texas under Clerk's File Number 2011-047623, and Repealed the First Amendment to Bylaws in its entirety; and

WHEREAS, these Consolidated and Restated Bylaws of Southwyck, Section IV Homeowners Association apply to the Southwyck, Section IV, subdivision as reflected on the map or plat thereof filed of record at Volume 17, Pages 187 and 188, of the Real Property Records of Brazoria County, Texas; and Southwyck, Section 9, according to the map or plat thereof recorded under Clerk's File Number 96-017911 in the Real Property Records of Brazoria County, Texas; and

WHEREAS, Article XII, Section 1 of the Bylaws provides that the Bylaws can be amended, at a regular or special meeting of the Board of Directors, by a vote of a majority of a quorum of Board members present; and

WHEREAS, the Board of Directors desires to consolidate and restate the Bylaws and the prior amendments, as well as amend Article IV, Section 3; and

NOW THEREFORE, in accordance with the foregoing and as evidenced by the certification attached hereto, the Association Bylaws are hereby amended, consolidated and restated as follows:

**ARTICLE I  
NAME AND LOCATION**

The name of the Corporation is Southwyck, Section IV Homeowners' Association, hereinafter referred to as the "Association". The principal office of the corporation shall be located at 7322 S.W. Fwy., Suite 1820, Houston, Texas 77074, but meetings of members and directors may be held at such places within the State of Texas, Counties of Harris and Brazoria, as may be designated by the Board of Directors.

ARTICLE II  
DEFINITIONS

Section 1. "Association" shall mean and refer to Southwyck, Section IV Homeowners' Association, a Texas non-profit corporation, its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property or properties described in the Declaration of Covenants, Conditions and Restrictions and any additional properties which may hereafter be brought within the jurisdiction of the Association.

Section 3. "Lot" shall mean and refer to any plot of land shown upon any recorded map of the Properties, with the exception of the common areas, if any.

Section 4. "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 subject to a maintenance charge assessment by the Association, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 5. "Declarant" shall mean and refer to General Homes Corporation, its successors and assigns if such successors or assigns should acquire more than one undeveloped Lot from the Declarant for the purpose of development.

Section 6. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions of Southwyck, Section IV, applicable to the properties recorded or to be recorded in the office of the County Clerk, Brazoria County, Texas, and any additions and supplements thereto.

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

Section 8. "Common Area" shall mean all real property, if any, owned or maintained by the Association for the common use and enjoyment of the Owners.

ARTICLE III  
MEETING OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the members shall be held within one year from the date of incorporation of the Association, and each subsequent regular annual meeting of the members shall be held on the same day of the same month of every year thereafter, at the hour of 7:30 P.M., at the principal office of the corporation. If the day 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. Notice of annual meetings shall not be required. The Board of Directors of said Association may change the meeting place of the annual meeting and subsequently notice of the annual meeting will be required to be mailed to all members.

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 written request of the members who are entitled to vote one-fourth (1/4) of all the votes of the membership.

Section 3. Notice of Meetings. 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, by mailing a copy of such notice, postage prepaid, not less than fifteen (15) or more than fifty (50) days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and the purpose of the meeting. Notice of annual meetings shall not be required unless meeting place of the annual meeting is changed, as referred to in Section 1 above.

Section 4. Quorum.

(a) The presence at any meeting of Members (in person or by proxy) of one-tenth (1/10) or more of the votes of the membership shall constitute a quorum at any such meeting of Members for any action except as otherwise provided in the Articles of Incorporation, the Declaration or these Bylaws.

(b) If quorum is not present or represented, the meeting shall be adjourned without notice other than announcement at the meeting, and immediately reconvened for the sole purpose of election of directors. At the reconvened meeting, quorum shall be all those members counted as present whether in person or by proxy, absentee ballot, electronic ballot, or any other method of representative or delegated voting. Directors shall be elected by a majority of those votes.

Section 5. Proxies. At all meetings of members, each member may vote in person or 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. Proxies will not be used in meetings of the Board of Directors.

ARTICLE IV  
BOARD OF DIRECTORS

Section 1. Board of Directors. The affairs of this Association shall be managed by a Board of five (5) Directors, who need not be members of this Association.

Section 2. Term of Office. The initial directors for the Association set forth in the Articles of Incorporation shall hold office until the first annual meeting. At said annual meeting, the members shall elect three (3) directors for a term of three (3) years, one (1) director for a term of two (2) years, and one (1) director for a term of one (1) year.

At each annual meeting thereafter, the members shall elect a director or directors to fill any and all vacancies created by the expired term of a director or directors. Each director elected subsequent to the initial directors shall be elected for a term of three (3) years.

Section 3. Nomination. Nomination for election to the Board of Directors may be made by a Nominating Committee or other method determined by the Association Board of Directors or its authorized agent. Nominations may also be made from the floor at the annual meeting. The Nominating Committee, if any, should consist of a Chairman, who may be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee, if any, will be appointed by the Board of Directors prior to each annual meeting of the members. There should not be fewer nominees than the number of vacancies that are to be filled.

Section 4. Election. Election to the Board of Directors shall be by signed written ballot. At such election, the members or their proxies may cast, in respect to 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. Cumulative voting shall not be permitted.

Section 5. 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 death, resignation or removal of a director, his successor shall be elected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 6. Compensation. No director shall receive compensation for any services 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 and Special Meetings. Regular and special meetings of the Board of Directors shall be held with notice to the membership as required by the Texas Property Code.

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 (2) directors after not less than three (3) days notice to each director. Such notice may be waived at or prior to such meeting by unanimous consent of the Board.

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.

## ARTICLE VI POWERS AND DUTIES OF THE ASSOCIATION

Section 1. Powers. The Association, by and through its Board of Directors, shall have the following rights and powers:

- (a) suspend the right to the use of any facilities or services provided by the Association 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 sixty (60) days for infraction of published rules and regulations;

(b) 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;

(c) declare the office of a member of the Board to be vacant in the event such board member shall be absent from three (3) consecutive meetings of the Board of Directors; and

(d) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties and the terms of employment of services.

Section 2. Duties. It shall be the duty of the Southwyck, Section IV Homeowners' Association, by and through its Board of Directors, to:

(a) 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 membership who are entitled to vote, at least ten (10) days prior to the annual meeting or special meeting;

(b) supervise all officers, agents, and employees of this Association, and to see that their duties are properly performed;

(c) as more fully provided in the Declaration, to fix the amount of the annual assessment against properties subject to the jurisdiction of the Association;

(d) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period;

(e) procure and maintain such liability and hazard insurance as it may deem appropriate on any property or facilities owned or leased by the Association; and

(f) cause any officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.

## 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 of the Board of Directors; a vice president; 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. Authority to Sign Checks. The Board, from time to time, may authorize any person or persons, who need not be officers or directors of the Association, to sign checks of the Association. Such agents may be authorized to sign singly or jointly, as the Board in its discretion may decide. The Board may at any time rescind and revoke such authority granted to any person. Such authority may be given to a person or persons in conjunction with or in lieu of the authority of the treasurer to sign checks. In the absence of any appointments by the Board under this Section 5, the treasurer of the Association shall have sole authority to sign the Association's checks.

Section 6. 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 7. 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 8. Multiple Offices. No person shall simultaneously hold both the offices of president and secretary. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 9. Duties. The duties of the officers of the Association are as follows:

President

(a) The President of the Association shall preside at all meetings of the Board of Directors 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 instead 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.

#### Secretary

(c) The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; 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.

#### 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 and the Board of Directors of the Southwyck Planned Community Master Association, Inc., during normal business hours.

### ARTICLE VIII COMMITTEES

The Association may appoint an Architectural Control Committee, as provided in the Declaration, and a Nominating Committee, as provided in these Bylaws. In addition, 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 or by the Board of Directors of the Southwyck Planned Community Master Association, Inc. 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 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. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of ten (10%) percent per annum, and the Southwyck Planned Community Master Association, Inc., on behalf of 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 action shall be added to the amount of such assessment. No owner may waive or otherwise escape liability for the assessment provided for herein by nonuse of the facilities or services provided by the Master 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 words "Southwyck, Section IV Homeowners' Association" and within the center the word "Texas".

ARTICLE XII  
AMENDMENTS

Section 1. Amendments. The Bylaws may be amended, at a regular or special meeting of the Board of Directors, by a vote of a majority of a quorum of Board members present, except that the Federal Housing Administration and Veterans Administration 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 year shall begin on the date of incorporation.

Nothing herein is intended to alter, modify or amend the Bylaws, except as provided hereinabove.

CERTIFICATION

"I, the undersigned, being the President of Southwyck, Section IV Homeowners' Association, Inc., hereby certify that the foregoing Amended, Consolidated and Restated Bylaws was approved by at least a majority of the Association Board of Directors at a regular or special meeting of the Board on the 23 day of August, 2012."

By: Scarlett Kutch, President

Print Name: Scarlett Kutch



ACKNOWLEDGEMENT

STATE OF TEXAS                   §  
  §  
COUNTY OF BRAZORIA           §

BEFORE ME, the undersigned authority, on this day, personally appeared the person whose name is subscribed to the foregoing instrument and acknowledged to me that they executed the same as the act of the Association for the purpose and consideration therein expressed and in the capacity therein stated.

Given under my hand and seal of office this 23 day of September, 2012.

*Marion Griffith*  
Notary Public, State of Texas

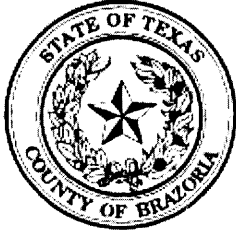
After Recording Return to:  
HOLT & YOUNG, P.C.  
11200 Richmond Ave., Ste. 450  
Houston, Texas 77082

# FILED and RECORDED

Instrument Number: 2012044111

Filing and Recording Date: 09/28/2012 01:39:03 PM Pages: 10 Recording Fee: \$48.00

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.



*Joyce Hudman*

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Joyce Hudman, County Clerk  
Brazoria County, Texas

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