



## **TOWNEWEST HOMEOWNERS ASSOCIATION, INC.**

10322 Old Towne Ln.  
Sugar Land, Texas 77498

December 27, 2022

### **THE POWERS AND DUTIES OF THE BOARD OF DIRECTORS AND OFFICERS**

#### **Articles of Incorporation**

Articles VIII, Board of Directors:

The affairs of the Association shall be managed by a Board of five (5) directors, who need not be members of the Association.

#### **Bylaws**

Article VIII, Powers and Duties of the Board of Directors:

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

- (a) To adopt and publish rules and regulations governing the use of the common areas and facilities, and the personal conduct of the members and their guests thereon, and establish penalties for the infraction thereof;
- (b) To exercise for the Association all power, duties, and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-laws, the Articles of Incorporation of the Declaration;
- (c) To 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 without just cause having been furnished to and accepted by the Board;
- (d) To establish, and disburse and maintain such petty cash fund as necessary for efficiently carrying on the business of the Association;
- (e) To engage the services of a manager, an independent contractor, or such employee as it deems necessary, and to prescribe the conditions, compensation and duties of their work. Such powers shall include authority to enter into management agreements with other parties to manage, operate or perform all or any part of the affairs and business of the Association.

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

- (a) To 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 Class A members who are entitled to vote;
- (b) To supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;
- (c) As more fully provided herein, and in the Declaration
  - 1. To fix the amount of the annual assessment against each Lot at least thirty (30) days in advanced of each annual assessment period, as hereinafter provided in Article XIII, and
  - 2. To send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advanced of each annual assessment period;
- (d) To issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether any assessment has been paid. A reasonable charge may be made by the Board of Directors for the issuance of these certificates. Such certificates shall be conclusive evidence of any assessment therein stated to have been paid;
- (e) To procure and maintain adequate liability and hazard insurance on property owned by the Association;
- (f) To cause all officers, employees or agents, having fiscal responsibility to be bonded, as it may deem appropriate; and
- (g) To cause the Common Area to be maintained.

Article XI, Officers and their Duties:

Section 1., Enumeration of Offices: 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 the Association shall be elected annually by the Board and shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4., Special Appointment: 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 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; the acceptance of such resignation shall not be necessary to make it effective.

Section 6., Vacancies: A vacancy in any office may be filled in the manner prescribed for regular election. The officer to such vacancy shall serve for the remainder of the term of the officer he/she replaces.

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 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:

President

- (a) 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, deeds and other written instruments and shall co-sign all checks and 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 to act, and shall exercise and discharge such other duties as may be required of him/her by the Board.

Secretary

- (c) The secretary shall record the votes and keep 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; cause an annual audit of the Association Books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting and deliver a copy of each to the members.

Member At-Large

- (e) The Member At Large shall act in the place and stead of any officer 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/her by the Board (This office was created by the Board of Directors under Section 1 of this article).

Article XIV, Corporate Seal:

The Association shall have seal in circular form having within its circumference the words:  
TOWNEWEST HOMEOWNERS ASSOCIATION, INC.

/s/ Jose Luis Fuentes Mendoza  
Board of Directors, Secretary