

**BYLAWS
of
ENCLAVE AT BELLAIRE OWNERS ASSOCIATION**

**ARTICLE I.
NAME AND LOCATION**

Section 1.01 Name and Location. The name of the corporation is Enclave at Bellaire Owners Association, a Texas non-profit corporation (hereinafter referred to as "the Association").

**ARTICLE II.
DEFINITIONS**

Unless otherwise noted herein, the capitalized terms used in these Bylaws shall have the same meaning as the terms defined in the Article II of the Declaration.

**ARTICLE III.
PRINCIPAL AND REGISTERED OFFICE OF THE ASSOCIATION**

Section 3.01 Principal Office. The Board of Directors shall designate the principal office and place of business of the Association. Such designation from time to time shall replace any prior designation of principal office and place of business.

Section 3.02 Registered Agent/Office. The Association shall have and continuously maintain within the State of Texas, a registered office and a registered Agent whose office is identical with such registered office. The Board of Directors may change from time to time the registered office and the registered agent.

**ARTICLE IV.
MEMBERSHIP AND VOTING RIGHTS**

Section 4.01 Membership. As set forth in the Certificate of Formation, every Owner of a Lot shall be a Member of the Association.

Section 4.02 Voting Rights. The Association has two classes of voting membership as set forth in the Certificate of Formation.

**ARTICLE V.
MEMBERSHIP MEETINGS**

Section 5.01 Annual Meeting. An annual meeting must be held each calendar year at a date, time and place designated by the Board. Written notice of the annual meeting, including the date, time and place shall be given to the Members not less than ten (10) days no more than sixty (60) days prior to the date set for such meeting in such manner as allowed by the Texas Business Organizations Code. The notice to a

Member is sufficient if it is sent by United States mail, postage prepaid, addressed to the Member's address last appearing in the records of the Association or supplied by the Member to the Association for purpose of notice.

Section 5.02 Special Meetings. A special meeting of the Members may be called at any time concerning any item relevant to the business of the Association, either by the Board or upon written request by at least one tenth (1/10th) of the Members having voting rights. A request for a special meeting that is signed by one tenth (1/10th) or more of the Members having voting rights must: (1) be in writing; (2) state the purpose or purposes of the requested meeting; and (3) be delivered to the Secretary or the management company (if one (1) is so employed by the Association). The request may be signed in multiple counterparts by the Members. Written notice of a special meeting, including the date, time, place and purpose shall be given to the Members not less than ten (10) days prior to the date scheduled for such meeting. The notice may be given in the same manner as specified for the annual meeting. The business conducted at a special meeting will be limited to the purpose for which the special meeting was requested.

Section 5.03 Quorum and Actions of the Members. A quorum for the transaction of business at the annual or a special meeting consists of at least thirty percent (30%) of the Members (based upon Section 4.02) eligible to cast a vote in person or by proxy at the meeting. Any action approved by a majority of the Members present (in person or by proxy) at a duly noticed annual or special meeting at which a quorum is present shall be regarded as an act of the Members, unless a higher percentage is required by law, the Declaration, the Certificate of Formation, or these Bylaws.

Section 5.04 Member Roster. A roster of the eligible Members shall be available for inspection at an annual or special meeting of the Members.

Section 5.05 Decorum and Order. All Members present at any Association meeting must conduct themselves and address other Members in a manner respectful to all Members present. A Member who desires to debate an item on the meeting agenda shall rise and address the presiding officer once no other Member is speaking. Once recognized by the presiding officer, a Member shall state his or her name and address of the Lot or Lots owned by the Member, before expressing the Member's position on an item open for discussion. When discussing an item, only one (1) Member will be allowed to speak at a time. The Board may set time limits on the discussion of items by the Members. The Board has the right to assign a Sergeant-at-Arms to enforce proper conduct at any meeting of the Members.

Section 5.06 Proxies. Members may only vote by proxy at any annual or special meeting of the members on the proxy approved by the Board for the annual or special meeting.

ARTICLE VI.
BOARD OF DIRECTORS

Section 6.01 Number, Qualifications and Term. The affairs of the Association shall be managed by the Board of Directors, which shall consist of three (3) directors, who until the end of the Development Period shall be appointed by the Declarant and need not be Members of the Association. After the Development Period, all directors must be Members of the Association. The number of directors may be increased by an amendment to these Bylaws.

Section 6.02

a. Powers. The Board of Directors will have the power to:

(1) care, preserve and maintain the Community Properties;

(2) maintain items the Association is required to maintain as provided in the Declaration; and

(3) engage the services of a person or firm to manage the Association or any separate portion thereof, to the extent deemed advisable by the Board, and the services of such other personnel as the Board shall determine to be necessary or proper for the operation of the Association, including but not limited to: legal and accounting services; trash pick-up; and services related to the limited access to Enclave at Bellaire.

b. Additional Powers and Duties. It shall be the duty of the Board of Directors to:

(1) to cause to be kept a complete record of all its acts and corporate affairs;

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

(3) to borrow funds to pay costs of operation, secured by assignment or pledge of rights, if approved by a majority of the Members of the Association who are voting in person or by proxy at a meeting duly called to vote upon such matter;

(4) to enter into contracts;

(5) maintain one (1) or more bank accounts (granting authority as the Board shall desire to one (1) or more persons to sign checks), and, generally, to have all the powers necessary or incidental to the operation and management of the Association;

(6) to protect the Community Properties from loss or damage, and to determine adequate replacement reserves;

(7) to obtain such insurance policies insuring the Association and/or the Subdivision as the Board deems appropriate; and

(8) to enforce the provisions of this Declaration and any rules made thereunder or hereunder and to enjoin and seek damages from any Owner for violation of such provision or rules.

Section 6.03 Compensation. No Director will receive any salary or other compensation for their services as Director. This shall not be deemed to prohibit payment of reasonable compensation to any Director for services, expenses, or facilities furnished to the Association other than as part of the regular duties and functions as Director.

Section 6.04 Election. Prior to the end of Development Period, all directors are to be appointed and removed by the Declarant. After the Development Period, election to the Board of Directors shall be at the annual meeting by secret written ballot unless the written ballot is waived by unanimous consent of members present. At such election the members or 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.

Section 6.05 Vacancies Before Expiration of Term. After the Development Period, in the event of death, incapacity, resignation, failure, or removal of a Director, the Board shall select a successor to serve the unexpired term of the Director.

Section 6.06 Removal of a Director.

- a. After the Development Period, a judgment of conviction of a felony entered against a Director by a court of competent jurisdiction results in the automatic removal of the Director from the Association upon final adjudication.
- b. After the Development Period by the Membership:
 1. A majority of all the Members who are entitled to vote may remove a Director from the Board, with or without cause, at a special meeting called for such purpose.
 2. The Director whose removal is being considered has the right to be heard at the meeting at which the proposed vote for removal is to occur.
- c. After the Development Period the Board may remove a Director from the Board for any of the following causes:
 1. Failure to pay the annual or special assessments against any Lot owned by the Director.

2. A willful and continuing violation of any provision of the Declaration with respect to any Lot owned by the Director.
3. A willful violation of any provision of the Certificate of Formation or the Bylaws of the Association.
4. The willful commission of any unlawful act in connection with any of the functions, activities, or business of the Board or the Association.
5. Failure to attend three (3) consecutive regular meetings of the Board.
6. Institution or participation in a lawsuit against another Director or Members, the Board, or the Association.

If the Board determines that cause for removal exists with respect to any Director, notice of the proposed vote for removal must be given in the notice of the regular or special meeting of the Board at which the proposed vote for removal is to occur. The Director whose removal is being considered has the right to be heard at the Board meeting at which the proposed vote for removal is to occur. Removal of a Director shall be determined by a secret ballot.

Section 6.07 Regular Meetings. Regular meetings of the Board will be held with notice at such time and place as may be determined by the Board. Notice of all regular Board meetings will be given to each Director not less than three (3) days in advance of the time set for such Board meeting, and may be given electronically or orally. Regular meetings of the Board shall, when so required, be sub-divided into two (2) separate components an initial open meeting allowing attendance and input from non-Board Members, and a following closed executive meeting of the Board in order to conduct the pending business of the Association.

Section 6.08 Special Meetings. The President or a majority of the Board may call a special meeting of the Board at any time. Notice of a special Board meeting must be given to each Director not less than three (3) days in advance of the time set for such meeting.

Section 6.09 Quorum and Actions of the Board. A quorum for the transaction of business at any Board meeting consists of a majority of the Directors. Any action approved by a majority of the Directors attending a regular meeting or a duly noticed special meeting at which a quorum is present shall be regarded as an act of the Board, unless a higher percentage is required by law, the Declaration, the Certificate of Formation, or these Bylaws. If a quorum is not present, a majority of those Directors who are present shall have the right to adjourn until such time as a quorum may be present.

Section 6.10 Telephone Meetings. Directors may participate in and hold a meeting by means of conference telephone or similar communications equipment so that all persons participating in the meeting can hear each other.

Section 6.11 Committees. The Board may appoint and remove committees and members of the committees as deemed appropriate in carrying out the purposes of the Association.

ARTICLE VII OFFICERS

Section 7.01 General. The officers of the Association will consist of a President, a Vice-President, a Treasurer, and a Secretary. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than any one (1) of the other offices, except in the case of any special offices that may be created by the Board. The Board will elect the officers of the Association annually from the Board. The election will be held at the first meeting of the Board following the annual meeting. In addition to any duties enumerated below, the Board may assign additional duties to any officer.

Section 7.02 Removal. The Board may remove an officer from office with or without cause. Any officer may resign at any time by giving written notice to the Board, the President, or the Secretary. In the event of death, incapacity, resignation, failure, or removal of an officer, the Board may select a successor to serve the unexpired term of the officer.

Section 7.03 Other Offices. The Board may elect 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 determine.

Section 7.04 Compensation. No officer will receive any salary or other compensation for their services as such, but this prohibition shall not be deemed to prohibit payment of reasonable compensation to such officer for services or facilities furnished to the Association other than as part of the regular duties and functions of such officer.

Section 7.05 President. The President will preside at all meetings of the Members and the Board; has charge over the affairs of the Association, subject to the approval of the Board; shall freely consult with the Board concerning the business of the Association; will sign all contracts and other obligations on behalf of the Association; and will establish the agenda for the annual meeting.

Section 7.06 Vice-President. The Vice-President shall act in the place and stead of the President in the event of the President's absence, inability, or refusal to act.

Section 7.07 Treasurer. The Treasurer will endorse on behalf of the Association for collection, checks, notes, and other obligations, and deposit the same to the credit of the Association in such banks or depositories as the Board may designate; will sign all

receipts and vouchers made to the Association; will sign, jointly with such other officer as may be designated, all checks and promissory notes made by the Association; will regularly maintain, in books of the Association kept for that purpose, current true and accurate financial records with full and correct entries made with respect to all financial transactions of the Association, including all income and expenditures, in accordance with generally accepted accounting practices; and will prepare an annual budget and statement of income and expenditures to be presented to the Members at the annual meeting.

Section 7.08 Secretary. The Secretary will record the votes and maintain the minutes of all meetings of the Members and the Board; will record and maintain a record of the names and addresses of the Members and the Voting Members, including the Member Roster; will attend to the giving and serving of all notices required of the Association; and will have charge of such books and records as the Board may direct.

ARTICLE VIII. **AGENTS AND AUDITOR**

Section 8.01 Agents. The Board may employ or appoint any Agent, including without limitation legal counsel and a management company, as it deems appropriate in its sole discretion for carrying out the purposes of the Association and to assist the Board and the officers in carrying out their duties.

Section 8.02 Removal of Agents and Auditor. The Board may remove any Agent, Auditor, or employee by a majority vote, whenever, in its judgment, the best interest of the Association shall be served thereby. Such removal shall be without prejudice to the contract rights of any person so removed, provided, however, that the election or appointment of an Agent, Auditor, or employee, shall not, in itself, create contract rights.

ARTICLE IX. **BOOKS AND RECORDS**

Section 9.01 Fiscal Year. The fiscal year of the Association shall be with the calendar year.

Section 9.02 Maintenance of Books and Records. All records and books of the activity of the Association must be kept at the registered office or principal office of the Association.

Section 9.03 Inspection of Books and Records. A Member upon written request stating the purpose of the request, may for a proper purpose at that Member's expense, examine during reasonable and normal business hours the books and records of the Association relevant to that purpose.

Section 9.04 Rules for Inspection. The Board may establish reasonable rules with respect to:

1. notice to be given to the custodian of records by the Member requesting inspection;
2. hours and days of the week when such an inspection may be made by appointment for a proper purpose; and
3. payment of the cost of inspecting and reproducing copies of documents requested.

**ARTICLE X.
AMENDMENT OF BYLAWS**

Prior to the end of the Development Period, the Bylaws of the Association may be amended by the Board. After the end of the Development Period, the Bylaws of the Association may be amended by a majority of the Members that are present, in person or by proxy at a meeting duly called (among other things) for the purpose of amending the Bylaws. No amendment of the Bylaws may be approved by the Members unless notice of the proposed amendment has been included in a notice of such meeting.

IN WITNESS WHEREOF, we, being all of the members of the Board of Directors of Enclave at Bellaire Owners Association specified in the Certificate of Formation of the Corporation, have hereunto set our hands this 27th day of August, 2009.

**ENCLAVE AT BELLAIRE
OWNERS ASSOCIATION**

Date: 8/25/09

By: [Signature]
Lee Zieber, Director

Date: 8/25/09

By: [Signature]
John M. Kirksey, Jr., Director

Date: 8/27/09

By: [Signature]
Richard L. Rose, Director

ANY PROVISION HEREOF WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.
THE STATE OF TEXAS
COUNTY OF HARRIS
I hereby certify that this instrument was FILED in the number Sequence on the date and at the stamped herein by me, and was duly RECORDED in the Official Public Records of Real Property of Harris County Texas on

144162

SEP 18 2009



[Signature]
COUNTY CLERK
HARRIS COUNTY, TEXAS

RECORDER'S MEMORANDUM:
At the time of recordation, this instrument was found to be inadequate for the best photographic reproduction because of illegibility, carbon or photo copy, discolored paper, etc. All blockouts additions and changes were present at the time the instrument was filed and recorded.