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**BYLAWS
OF
WILLOW POINTE HOMEOWNERS
ASSOCIATION, INC.**

Dated July 10, 1995



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BYLAWS
OF
WILLOW POINTE HOMEOWNERS
ASSOCIATION, INC.

ARTICLE I
NAME, LOCATION AND PURPOSE

The name of the corporation is Willow Pointe Homeowners Association, Inc., hereinafter referred to as the "Association". The initial registered office of the corporation shall be located at ONE RIVERWAY, SUITE 2050, HOUSTON, TEXAS 77056, but meetings of Members and directors may be held at such places within the State of Texas, County of Harris, as may be designated by the Board of Directors. The Association has been formed under the laws of the State of Texas to discharge those functions necessary to the general maintenance, preservation, and development of the Common Properties and Common Facilities and to enforce the Declaration of Covenants, Conditions and Restrictions for Willow Pointe Section One (hereinafter, the "Declaration", being more fully defined below) for the common benefit of the members of the Association and in general, to have and exercise any and all powers, rights and privileges which a corporation organized and existing under the Texas Non-Profit Corporation Act may by law now or hereafter have.

ARTICLE II
DEFINITIONS

Section 2.1. Declarant. "Declarant" means Winchester Associates, Ltd., a Texas limited partnership, and any successor or assign to whom Winchester Associates, Ltd., assigns its interest as Declarant under the Declaration in whole or in part by instrument recorded in the Official Records of Harris County, Texas.

Section 2.2. Declaration. "Declaration" means the Declaration of Covenants, Conditions and Restrictions for Willow Pointe Section One, filed and duly recorded in the Official Public Records of Real Property of Harris County, Texas on May 16, 1995 under Clerk's File No. R397487, as the same may be amended from time to time.

Section 2.3. Capitalized Terms. "Capitalized Terms" - Unless otherwise specifically provided herein, any capitalized terms used in these Bylaws shall have the same meanings as are given to such terms in the Declaration.

ARTICLE III
MEMBERSHIP

Section 3.1. Membership. Every owner of a residential Lot in Willow Pointe Section One recorded under Clerk's File No. R358289 and Film Code No. 367074 of the Map Records of Harris County, Texas, and areas annexed thereto pursuant to the recorded Declaration, shall be a Member of the Association and have voting rights in the Association. Membership shall be appurtenant to and shall not be separated from ownership of any Lot. When ownership of any Lots is held by more than one person or by a legal entity which is not a natural person (other than Declarant), all such owners shall be Members of the Association, however, the voting rights of such Members shall be limited to one (1) vote for each Lot owned and shall be exercised as they among themselves shall determine.

Section 3.2. Directors' Role as Members in Association. Notwithstanding any provision to the contrary, the persons designated by Declarant to act as members of the Board of Directors for the Association, as provided in the Articles of Incorporation, or as may from time to time be elected to the Board of Directors by Declarant shall be Members of the Association during the period they act as members of the Board of Directors.

Section 3.3. Suspension of Membership. A Member must be current in the payment of the regular annual assessment and any duly adopted special assessment to validate the Membership and entitle the Member to all rights and privileges of same. During any period in which a Member shall be in default in the payment of any annual or special assessment levied by the Association, the voting rights and right to use of the recreational facilities of such Member may be suspended by the Board of Directors until such assessment has been paid. Such rights of a Member may also be suspended by the Board of Directors after notice and hearing, for a period not to exceed thirty (30) days, for violation of any rules and regulations established by the Board of Directors governing the use of the Common Properties and Common Facilities.

ARTICLE IV
PROPERTY RIGHTS: RIGHTS OF ENJOYMENT

Section 4.1. Use and Enjoyment. Each Member shall be entitled to the use and enjoyment of the Common Properties and Common Facilities as depicted on the duly recorded Plat or Plats of Willow Pointe Section One which may from time to time be properly annexed into the Association in accordance with the provisions of the Declaration.

ARTICLE V**VOTING RIGHTS AND MEMBERSHIP CATEGORIES**

Section 5.1. Voting Rights and Membership Categories. The Association shall have two classes of Membership, Class A Membership which shall include all Owners with the exception of Declarant, and Class B Membership which shall be the Declarant, all as more fully set forth in Article Two of the Declaration.

ARTICLE VI**BOARD OF DIRECTORS: SELECTION AND TERM OF OFFICE**

Section 6.1. Number. The affairs of the Association shall be managed by a Board of at least 3 but no more than 5 directors, who need not be Members of the Association. The initial Board of Directors shall consist of 3 persons.

Section 6.2. Selection. The initial directors shall be those individuals named in the Articles of Incorporation, and the Declarant shall retain the exclusive right to appoint and remove Members of the Board of Directors of the Association until ninety (90) days after the termination of Class B Membership status of Declarant, or the Declarant has surrendered its authority to appoint and remove directors by an express amendment to the Declaration executed and recorded by Declarant. Thereafter, a meeting of the Association shall be called for the express purpose of electing a new Board of Directors. At such meeting, the Members shall elect one (1) director for a term of one (1) year; one (1) director for a term of two (2) years; and one (1) director for a term of three (3) years; and at each annual meeting thereafter the Members shall elect the director(s) for a term of three (3) years to fill each expiring term. In the event that the Membership elects to expand the Board of Directors to five (5) Members, then the Membership shall elect two (2) directors for a term of one (1) year; two directors for a term of two (2) years and one (1) director for a term of three (3) years, and thereafter the Members shall elect the directors for a term of three (3) years to fill each expiring term.

Section 6.3. Removal. So long as the Declarant retains the exclusive right to appoint directors, a director may only be removed by Declarant. Thereafter, 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 successors shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 6.4. 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.

ARTICLE VII**MEETINGS OF DIRECTORS**

Section 7.1. Regular Meetings. Regular meetings of the Board of Directors shall be held quarterly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday that meeting shall be held at the same time on the next day which is not a legal holiday. Any such meeting, whether regular or special may be held by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in the meeting in such manner shall constitute presence in person at such meeting.

Section 7.2. 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, after not less than three (3) days notice to each director.

Section 7.3. 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.

Section 7.4. Action Taken Without a Meeting. 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.

Section 7.5. Meeting Organization. At each meeting of the Board, the president, or if he or she is absent therefrom, the vice president, or if he or she is absent therefrom, a director chosen by a majority of the directors present, shall act as Chairperson and preside over such meeting. The secretary, or if he or she is absent, the person whom the Chairperson of such meeting shall appoint, shall act as secretary of such meeting and keep the minutes thereof.

ARTICLE VIII**NOMINATION AND ELECTION OF DIRECTORS;
RESIGNATIONS OR VACANCIES**

The following Article shall apply, subject to Section 6.2 herein:

Section 8.1. 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. 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 may be made from among the Members or non-Members.

Section 8.2. Election. Election to the Board of Directors shall be by secret written ballot cast at the annual meeting. 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 8.3. Resignations. Any director may resign at any time by giving written notice of his or her resignation to the Association. Any such resignations shall take effect at the time specified therein, or, if the time when it shall be come effective is not specified therein, it shall take effect immediately upon its receipt by the president or the secretary; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 8.4. Vacancies on the Board.

(a) Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of the majority of the remaining directors though less than a quorum or by a sole remaining director, and any director so chosen shall hold office until the next election of directors when his or her successor is elected and qualified. Any newly created directorship shall be deemed a vacancy. When one (1) or more directors resigns from the Board, effective at a future time, a majority of the directors then in office, including those who have so resigned, may fill such vacancy, the vote on the vacancy to take effect when such resignation becomes effective. Each director so chosen shall hold offices provided for the filling of other vacancies. If by reason of death, resignation or otherwise, the Association has no directors in office, any officer or Member may call a special meeting of Members for the purpose of electing the Board of Directors.

(b) Should an elected director fail to assume office by reason of death, disability, declination prior to the beginning date of the term to which elected, then the unsuccessful candidate in such election receiving the next highest number of votes shall be deemed elected in his or her stead.

ARTICLE IX

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 9.1. Powers. The Board of Directors shall have the power:

(a) To exercise those powers enumerated in Article Four of the Articles of Incorporation of the Association;

(b) To adopt and publish rules and regulations governing the use of the Common Properties and Common Facilities, and the personal conduct of the Members and their guests therein, and to establish penalties for the infraction thereof;

(c) 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 Bylaws and the Articles of Incorporation;

(d) 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;

(e) To establish, and disburse and maintain such petty cash fund as necessary for efficiently carrying on the business of the Association; and

(f) To engage the services of a manager, an independent contractor, or such employees as it deems necessary, and to prescribe the conditions, compensation and duties of their work. Such power 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 9.2. Duties. It shall be the duty of the Board of Directors:

(a) To cause to be kept a 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;

(c) To establish annually a budget and Membership fees or assessments;

(d) To procure and maintain adequate liability and hazard insurance on property owned by the Association;

(e) To cause all officers, employees or agents, having fiscal responsibility to be bonded, as it may deem appropriate;

(f) To cause the Common Properties and Common Facilities to be maintained; and

(g) Perform such other duties as may be established by the Membership from time to time or set forth in these Bylaws, the Articles of Incorporation or the Declaration.

ARTICLE X

COMMITTEES

Section 10.1. Appointment of Committees. The Board of Directors may appoint committees as deemed appropriate in carrying out its purposes, which may include for example, but not by way of limitation, the following:

(a) A Nominating Committee as provided for in Section 8.1 of these Bylaws;

(b) A Recreation Committee to advise the Board of Directors on all matters pertaining to the recreational program and activities of the Association and to perform other such functions as the Board in its discretion determines;

(c) A Maintenance Committee to advise the Board of Directors on all matters pertaining to the maintenance, repair or improvement of the Common Properties and Common Facilities, if any, and to perform such other functions as the Board in its discretion determines;

(d) A Publicity Committee to inform the Members of all activities and functions of the Association and after consulting with the Board of Directors, to make such public releases and announcements as are in the best interest of the Association, and

(e) An Audit Committee to supervise the annual audit of the Association's books and approve the annual budget and statement of income and expenditures to be presented to the Membership at its regular annual meeting, as provided in Article XII, Section 12.8(d) of these Bylaws. The treasurer shall be an ex-officio member of this committee when formed.

Section 10.2. Function of Committees. It shall be a function of each committee to receive complaints from Members on any matter involving Association duties and activities within its field of responsibility. It shall dispose of such complaints as it deems appropriate or refer them to such other committee, director or officer of the Association as is further concerned with the matter presented.

