

**AMENDED
BY-LAWS
OF
WILLOW POINTE HOMEOWNERS
ASSOCIATION, INC.**

Dated May 20, 2010

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ASSOCIATION, INC.**

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**AMENDED
BY-LAWS**

OF

**WILLOW POINTE HOMEOWNERS
ASSOCIATION, INC.
(May 20, 2010)**

**ARTICLE I
NAME**

The name of this corporation is Willow Pointe Homeowners Association, Inc. (hereinafter referred to as the "Association").

**ARTICLE II
OFFICES OF THE ASSOCIATION**

Section 2.1.

The Board of Directors (hereinafter referred to as the "Board") (see Article VI) shall designate the principal office and place of business of the Association within the State of Texas, County of Harris. Meetings of Membership (see Article V, Section 5.1) may be held at such frequency, but at least Quarterly, and at such places as designated by the Board, within Harris County, Texas.

Section 2.2.

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, as required by the Texas Non-Profit Corporation Act.

Section 2.3.

The registered office may, but need not, be identical with the principal office, if any, in the State of Texas.

Section 2.4.

The registered office and/or the registered Agent (see Article VIII) may be changed from time to time by the Board.

**ARTICLE III
PURPOSE**

Section 3.1.

The principal purposes and functions of the Association shall be:

- A. To collect the annual maintenance fees assessed against the residential building sites in Sections One, Section Two, Section Three, Section Four, Section Five, Section Six, Section Seven, Section Eight and Section Nine of Willow Pointe, a subdivision in Harris County, and any future sections of such subdivision.
- B. To expend such funds for:
 - 1) The protection and enforcement of the deed restrictions regulating the residential building sites.
 - 2) The furnishing of services and facilities for the use and benefit of the Members of the Association as a group.

- a. The foregoing shall not be deemed to authorize the expenditure of the Association's funds for the furnishing of services and facilities for the exclusive benefit and enjoyment of any one Member or group of Members where the benefit and enjoyment of such services and facilities are not available to all Members on an equal basis.

Section 3.2.

It is understood that each owner of the property, is responsible for their actions and those of their guests and invitees, including responsibility for their personal safety.

Section 3.3.

Neither the Association, its Board, nor its Directors or Officers, shall in any way be considered insurers or guarantors of security within the property, nor shall they be held liable for any loss or damage by reason or alleged failure to provide adequate security or ineffectiveness of security measures undertaken, if any.

**ARTICLE IV
DEFINITIONS**

Section 4.1.

"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 has been and may continue to be amended from time to time.

Section 4.2.

"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 V
MEMBERSHIP**

Section 5.1. Qualifications:

- A. 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. (collectively, all Members of the Association hereinafter referred to as the "Membership").
- B. Membership shall be appurtenant to and shall not be separated from ownership of any Lot in the Willow Pointe Subdivision.
- C. A Member will cease to be a Member upon sale of the residential building site that qualified such owner for membership in the Association.
- D. A Member must be current in the payment of the regular annual assessment, any duly adopted special assessment, and any other sums owing to the Association to validate membership in the Association and entitle the Member to all rights and privileges of same.

Section 5.2. Voting Rights:

- A. A Member will have the right to vote on all matters properly subject to vote by the Membership, excepting those Members described in Article V, Section 2.C (all Members eligible to vote hereinafter referred to as "voting Members").
- B. Each residential building site is entitled to one vote and, where a residential building site is owned by more than one party, such owners must determine which of them will vote as representative of such residential building site.

- C. A Member who is default in the payment of the regular annual assessment, any duly adopted special assessment, or any other sums owing to the Association will not have the right to vote at any regular or special meeting of the Membership, nor to participate in any such meeting.
- D. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon cessation of Membership or restriction of the Member's voting rights. Attendance in person at a meeting by a Member shall override any filed proxy if it is the Members desire to do so.
- E. A Member of the Association, on written demand stating the purpose of the demand, has the right to examine and copy, in person or by agent, accountant, or attorney, at any reasonable time, for any proper purpose, the books and records of the Association relevant to that purpose, at the expense of the Member.

Section 5.3. Suspension of Membership:

- A. During any period in which a Member shall be in default in the payment of the regular annual assessment, any duly adopted special assessment, or any other sums owing to the Association, the voting rights and right to use any Common Properties and Common Facilities of such Member will be suspended until such assessment has been paid.
- B. Membership rights of a Member may also be suspended by the Board after notice and hearing, for a period not to exceed thirty (30) days, for violation of any rules and regulations established by the Board governing the use of the Common Properties and Common Facilities.

**ARTICLE VI
BOARD OF DIRECTORS**

Section 6.1. Enumeration:

The affairs of the Association shall be managed by a Board of at least three (3) but no more than five (5) Directors.

Section 6.2. Powers:

- 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 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 employees as the Board 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 6.3. Duties:

- 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 voting Members of the Association
- 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
- 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.

Section 6.4. Conduct:

- A. A Director will discharge the Director's duties, including the Director's duties as a member of a Committee (see Article VI, Section 6.13), in good faith, with ordinary care, and in a manner the Director reasonably believes to be in the best interest of the Association.
- B. In the discharge of any duty imposed or power conferred on a Director, including as a member of a Committee, the Director may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Association or another person that were prepared or presented by:
 - 1) One or more Officers (see Article VI, Section 11) or Agents (see Article VIII) of the Association;
 - 2) Legal counsel, public accountants, or other persons as to matters the Director reasonably believes are within the person's professional or expert competence; and
 - 3) A Committee of the Board of which the Director is not a member.
- C. A Director is not relying in good faith, within the meaning of this Section, if the Director has knowledge concerning a matter in question that makes reliance otherwise permitted by this Section unwarranted.
- D. No Director will receive any salary or other compensation for their services as Director.
- E. 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 6.5. Election, Terms, and Resignation of Directors:

- A. The voting Members of the Association will elect the Directors at the annual Membership meeting.
- B. Each Director will be elected for a term of three years until the annual Membership meeting that occurs approximately three years later.
- C. Nomination for election to the Board may come from either a Nominating Committee established for this purpose or from nominations made from the floor at the annual meeting.
- D. Election to the Board shall be by secret written ballot cast at the annual Membership meeting or at any special meeting held for that specific purpose. At such elections 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.
- E. The person receiving the largest number of votes shall be elected to the Board.
- F. Cumulative voting is not permitted.
- G. If multiple Board vacancies are being filled, the candidate receiving the largest vote tally will fill the vacancy with the longest remaining term.
- H. Any Director may resign at any time by giving written notice 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 6.6. Vacancies:

- A. Vacancies occurring on the Board will be filled by a majority vote of the remaining Directors though less than a quorum or by a sole remaining Director.

- B. A voting Member elected by the Board to fill a vacancy will serve as Director until the end of the term of the Director whom they are replacing.
- C. 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.
- D. 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 voting Members for the purpose of electing a new Board of Directors. At this meeting, 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.
- E. 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 Board may fill the vacancy as necessitated (Article V, Section 3.A).

Section 6.7. Conflict of Interest:

- A. A contract or transaction between the Association and one or more of the Directors or between the Association and any other corporation, partnership, association, or other organization in which one or more of its directors, officers, or members are Directors of the Association, or have a financial interest, is not void or voidable solely for that reason, solely because the Director is present at or participates in the meeting of the Board that authorizes the contract or transaction, or solely because the Director's votes are counted for that purpose, if:
 - 1) The material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board and the Board, in good faith and with ordinary care, authorizes the contract or transaction by the affirmative vote of a majority of the disinterested Directors, even though the disinterested Directors are less than a quorum;
 - 2) The material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Directors entitled to vote on the contract or transaction, and the contract or transaction is specifically approved in good faith and with ordinary care by vote of the disinterested Directors; and
 - 3) The contract or transaction is fair to the Association when it is authorized, approved, or ratified by the Board.
- B. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board that authorizes the contract or transaction.
- C. A Director who has such a relationship or interest with respect to a contract or transaction under consideration by the Board must immediately make such fact known to the Board.
- D. In the event that any Director has such a relationship or interest that continues to conflict with the interests of the Association over an extended period of time and in such a manner as to directly or indirectly affect a substantial amount of the business of the Board, such Director may be disqualified from serving on the Board and may be removed from the Board in the manner provided in Article VI, Section 6.8.

Section 6.8. Removal of a Director:

- A. Conviction, by a court of competent jurisdiction, of a felony by a Director will result in the automatic removal of such Director from the Board.
- B. Membership:
 - 1) The Membership has the right to remove a Director from the Board, with or without cause, by a majority vote of the voting Members of the Association and the proxies they may cast at a regular or special meeting of the Membership (see Article VII), provided notice of the proposed vote to remove such Director is included in the notice of the meeting.

- 2) The Director whose removal is being considered has the right to be heard at the Membership meeting at which the proposed vote for removal is to occur.
- C. Board of Directors:
- 1) The Board has the right to remove a Director from the Board, subject to the causes for removal (outlined in Article VI, Section 6.8.C.2).
 - 2) Individually, any of the following constitutes cause for removal of a Director from the Board:
 - a. Failure of a Director to pay the annual maintenance fee assessed against their residential building site when due during the years in which they serve as Director.
 - b. The willful violation by a Director of any provision of the deed restrictions, the Articles of Incorporation, or the By-Laws of the Association.
 - c. The willful commission of any unlawful act in connection with any of the functions, activities, or business of the Board or the Association.
 - d. Failure to attend three (3) consecutive regular meetings of the Board without just cause having been furnished to and accepted by the Board
 - e. When the Board feels impeded in its ability to satisfactorily function and conduct the business of the Association as a result of the continued service of any Director.
 - f. Disqualification from serving on the Board due to a conflict of interest (as specified in Article VI, Section 6.7).
 - g. A Director's institution or participation in a suit of action against a Director, the Board, or the Association.
 - 3) In the event that it is determined that cause for removal does exist 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.
 - 4) 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.
 - 5) Determination of removal will be by a secret written vote of the Board.
 - 6) Removal requires the affirmative vote of two-thirds (2/3rds) of the Board in order to be so effected.
- D. In the event of the removal of a Director from the Board, the position vacated will be filled as specified in Article VI, Section 6.6.

Section 6.9. Regular Meetings:

- A. Regular meetings of the Board will be held at such time and place as may be determined by the Board, which shall not be less than quarterly.
- B. Notice of all regular Board meetings will be given to each Director not less than 24 hours in advance of the time set for such Board meeting.
- C. Regular meetings of the Board shall, when so required, be sub-divided into two separate components:
 - 1) An initial open meeting allowing attendance and input from non-Board Members. The Board may place time limits, as needed, to ensure all necessary Association matters are addressed during the regular meeting.
 - 2) A following closed meeting of the Board in order to conduct the pending business of the Association.
- D. During regular meetings, the Board may enter an executive session whereby sensitive and/or confidential issues are discussed. Minutes of the executive session are recorded and kept separate from the regular meeting minutes.

Section 6.10. Special Meetings:

- A. The President or a majority of the Board may call a special meeting of the Board at any time.
- B. Notice of a special Board meeting must be given to each Director not less than 24 hours in advance of the time set for such meeting.

Section 6.11 Quorum:

- A. A quorum for the transaction of business at any Board meeting consists of a majority of the Board.
- B. 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.
- C. 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 6.12. Action Taken Without a Meeting:

- A. 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 documented approval of a majority of all the Directors.
- B. Any action so approved shall have the same effect as though taken at a meeting of the Directors.
- C. Actions taken without a meeting should be reflected in the recorded minutes for the subsequent regular meeting of the Board.

Section 6.13. Meeting Organization:

- A. At each meeting of the Board, the President, or if absent therefrom, the Vice President, or if absent therefrom, a Director chosen by a majority of the Directors present, shall act as Chairperson and preside over such meeting.
- B. The Secretary, or if absent, the person whom the Chairperson of such meeting shall appoint, shall act as Secretary of such meeting.

Section 6.14. Officers:

- A. The Officers of the Association will consist of a President, a Vice-President, a Treasurer and a Secretary.
- B. The Board will elect the Officers of the Association annually from the Board at the first Board meeting following the annual membership meeting.
- C. Elected Officers shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified from service.
- D. 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.
- E. 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.
- F. 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.
- G. A vacancy in any office may be filled in the manner prescribed for regular election of Officers. The Officer elected to such vacancy shall serve for the remainder of the term of the Officer being replaced.
- H. 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 6.14.E of this Article.

Section 6.15. Officer Duties:

- A. President:
 - 1) The President presides at all meetings of the Membership.
 - 2) The President presides at all meetings of the Board.
 - 3) The President has charge over the affairs of the Association, subject to the approval of the Board.

- 4) The President shall freely consult with the Board concerning the business of the Association.
- 5) The President, with the joinder of the Secretary, must sign and execute all contracts and other Association obligations.
- 6) The President will be responsible for establishing the agenda for the annual Membership meeting.
- 7) The President shall do and perform such other duties as may be assigned by the Board.

B. Vice-President:

- 1) In the absence of the President, the Vice-President will assume all the responsibilities of the President.
- 2) In case of the death, disability, or resignation of the President, the Vice-President will perform and be vested with all the duties and powers of the President.
- 3) The Vice-President shall do and perform such other duties as may be assigned by the Board.

C. Treasurer:

- 1) The Treasurer is responsible for all the funds and securities of the Association.
- 2) 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.
- 3) The Treasurer shall, unless otherwise provided by the Board, sign all receipts and vouchers made to the Association and, jointly with such other Officer as may be designated, sign all checks made by the Association.
- 4) The Treasurer shall, with the President, sign all promissory notes of the Association.
- 5) The Treasurer shall 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.
 - a. All records and books of the activity of the Association must be kept at the registered office or principal office of the Association in this state for at least three (3) years after the closing of each fiscal year.
- 6) When required by the Board, the Treasurer shall render a statement of the Association's cash account.
- 7) The Treasurer shall do and perform such other duties as may be assigned by the Board.
- 8) The Management Company (if so employed by the Association) may fulfill duties assigned to the Treasurer if so assigned by the Board.

D. Secretary:

- 1) The Secretary will record and maintain the minutes of all Membership meetings and meetings of the Board in books provided for that purpose.
- 2) The Secretary will record and maintain a record of the names and addresses of the Members and the voting Members of the Association.
- 3) The Secretary will attend to the giving and serving of all notices required of the Association.
- 4) The Secretary will have charge of such books and records as the Board may direct.
- 5) The Secretary shall do and perform such other duties as may be assigned by the Board.
- 6) The Management Company (if so employed by the Association) may fulfill duties assigned to the Secretary if so assigned by the Board.

Section 6.16. Committees:

- A. The Board has the right to establish and formulate standing or ad hoc Committees in order to conduct the business of the Association.
- B. Any Committee so established by the Board will act solely in an advisory capacity and will not have the power to exercise the authority of the Board in the management of the Association.

- C. Any Committee so established by the Board must have at least one Director as a member of that committee.
- D. Any Committee established by the Board must regularly report back to the Board concerning the order of business for which it was established.
- E. Upon completion of the order of business for which it was established, the Committee will be dissolved.

**ARTICLE VII.
MEMBERSHIP MEETINGS**

Section 7.1. Annual Membership Meeting:

- A. The annual Membership meeting will be held during the month of May of each calendar year, promptly at 6:30 p.m., at such place as designated by the Board.
- B. The Secretary will give written notice of the annual Membership meeting to the Membership, which notice must state the date, time, place and agenda for such meeting.
- C. Notice of the annual Membership meeting must be given to the Membership not less than 10 days prior to the date set for such meeting, by mail or delivery to the last known addresses of the Membership, as reflected in the books and records of the Association.

Section 7.2. Special Meetings:

- A. A special meeting of the Membership may be called at any time concerning any item relevant to the business of the Association, either by the President, a majority of the Board, or by voting Members who are entitled to vote one-fourth (1/4) of all of the votes of the entire Membership.
- B. A request for a special meeting, when called for by the voting Members, must be in writing, signed by the Members calling such meeting, and delivered to the Secretary or the Management Company (if one is so employed by the Association) not less than twenty (20) days prior to the date requested for such meeting.
- C. The Secretary must give written notice of a special meeting to the Membership, which notice must state the date, time, place and agenda for such meeting.
- D. Notice of a special meeting must be given to the Membership not less than ten (10) days prior to the date set for such meeting, by mail or delivery to the last known addresses of the Membership, as reflected in the books and records of the Association.
- E. The business conducted at a special meeting will be limited to the agenda items for which the special meeting was requested.

Section 7.3. Quorum:

- A. The presence at the meeting of Members entitled to cast, or of proxies entitled to cast ten percent (10%) of the votes eligible shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, Declaration of Covenants, Conditions and Restrictions or these Bylaws.
- B. 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 7.4. Proxies:

At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon cessation of Membership or restriction of the Member's voting rights.

Section 7.5. Canvass in Lieu of Meeting:

In the event that a quorum of Members is not achieved at any scheduled meeting, the Board may authorize a door-to-door canvass of all Members whose votes shall be duly recorded, and any action so taken shall have

the same force and effect as if taken at a meeting at which a quorum of Members was present. Any such canvass must be completed within 30 days of the Board's decree. This section does not negate the Association's ability to form a Petition Committee under applicable law, and to have said action conform to any requirements and options available by statute.

Section 7.6. Voting:

An item of business subject to vote by the Membership at any regular or special meeting of the Membership will be deemed to have been passed when approved by a majority of the voting Members present in person or represented by proxy, unless a higher percentage is required by law or the governing documents of the Association.

A. Voice Vote.

A voice or standing vote or show of hands of Members shall prevail on all matters of business, except the following items which require a ballot vote:

- 1) The election of all directors.
- 2) When a majority of the Board of Directors requests a ballot vote.
- 3) When a ballot is requested by a majority vote of the eligible Members of the Association attending the meeting.

B. Ballot Vote.

When a ballot vote is required the following will apply:

- 1) Voting shall proceed under the supervision of the Board of Directors.
- 2) At least two (2) members of the Board of Directors shall be in attendance at all times during voting and they shall determine eligibility of all voters, issue all official ballots and witness the casting of the ballots.
- 3) Ballot boxes shall remain sealed until all votes are cast, then opened and votes tabulated in the presence of at least two (2) members of the Board of Directors. A tie vote shall be decided by lot. Upon completion of the tabulation of ballots, the results shall be certified by such members of the Board of Directors.
- 4) Any Member may be present as an observer at the tabulation of votes.

C. Mail Vote.

- 1) A majority of the Board of Directors may authorize use and implementation of a mail-in ballot on any election or issue it deems appropriate, including the election of directors.
- 2) When mail-in ballots are authorized by the Board, said ballots shall be prepared and mailed to the Members no later than twenty (20) days prior to the date of the election, and the date set for the tabulation of the ballots shall be stated on the ballot. Ballots received on or after the date set for tabulation of the ballots shall not be counted.
- 3) The determination of eligibility and tabulation of votes shall proceed under the supervision of the Board of Directors.
- 4) Following tabulation, all ballots will be sealed and stored for a period of thirty (30) days in the custody of the Board of Directors.

D. Canvas Vote.

- 1) A majority of the Board of Directors may authorize use and implementation of a canvassed ballot on any election or issue it deems appropriate, including the election of directors.
- 2) When canvassed ballots are authorized by the Board, said ballots shall be prepared and hand-delivered to the Members no later than twenty (20) days prior to the date of the election, and the date set for the tabulation of the ballots shall be stated on the ballot. Ballots received on or after the date set for tabulation of the ballots shall not be counted.
- 3) The determination of eligibility and tabulation of votes shall proceed under the supervision of the Board of Directors.
- 4) Following tabulation, all ballots will be sealed and stored for a period of thirty (30) days in the custody of the Board of Directors.

Section 7.7. Member Roster:

The Secretary of the Association or the Management Company will prepare a roster of the voting Members and have such roster available for inspection at any regular or special meeting of the Membership.

Section 7.8. Decorum and Order:

- A. All voting Members present at any Association meeting must conduct themselves and address other voting Members in a manner respectful of the other voting Members present.
- B. When any voting Member desires to debate an item on the meeting agenda, once no other voting Member is speaking, they shall rise and address the presiding Officer.
- C. Once recognized by the presiding Officer, a voting Member shall state their name and address of property owned in the Association and then they shall have the right to debate an item on the meeting agenda without interruption.
- D. When debating an item on the meeting agenda, only one voting Member will be allowed to speak at a time.
- E. In order to ensure that any Member who desires to discuss an item on the meeting agenda shall have sufficient time to do so, the Board has the right to set time limits on the discussion of items by the Members.
- F. The Board has the right to assign a Sergeant-at-Arms to enforce proper conduct at any meeting of the Membership.

**ARTICLE VIII.
AGENTS**

Section 8.1. Legal Counsel:

The Board has the right to employ legal counsel in order to handle all matters of legal importance concerning the Association, and to render consulting service to the Board in matters pertaining to the Association.

Section 8.2. Auditor:

- A. The Board may employ an auditor accredited by the Texas State Board of Public Accountancy who shall perform such duties as may be assigned by the Board.
- B. The Board shall direct the auditor so employed to perform an annual audit of the books and records of the Association.
- C. The Board shall direct the auditor so employed to give a reporting of the annual audit to the Membership at the annual Membership meeting.

Section 8.3. Management Company:

The Board may employ a Management Company in order to conduct the business of the Association, as may be assigned by the Board.

Section 8.4. Other Agents:

- A. The Board may employ or appoint such other Agents as they deem necessary in order to conduct the business of the Association.
- B. The Board may authorize any Officer to employ or appoint such other Agents as they deem necessary in order to conduct the business of the Association, subject to the approval of the Board.

Section 8.5. Removal of Agents:

- A. The Board may remove any Agent or employee, elected or appointed by the Board or one of its Officers, by a majority vote, whenever, in its judgment, the best interest of the Association shall be served thereby.
- B. 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, or employee, shall not, in itself, create contract rights.

**ARTICLE IX.
AMENDMENT OF BY-LAWS**

Section 9.1.

The By-Laws of the Association may only be amended, altered or otherwise changed by the Membership at any regular meeting of the Membership or any special meeting called specifically for that purpose.

Section 9.2.

Notice of any proposed amendment, alteration or other change must be mailed or delivered to the last known addresses of the Membership, as reflected in the books and records of the Association, not less than ten (10) days prior to the date set for such meeting.

Section 9.3.

No amendment, alteration or other change of the By-Laws may be submitted to a vote at a meeting of the Membership unless notice of such amendment, alteration or other change has been included in the notice of such regular or special meeting, mailed or delivered to the Membership.

Section 9.4.

Voting on proposed amendments, alterations or other changes to the By-Laws must be in accordance with the articles and sections pertaining to voting at Membership meetings.

**ARTICLE X.
INDEMNITY**

Section 10.1.

The words "claim", "action", "suit", or "proceeding" shall apply to all claims, actions, suits or proceedings (civil, criminal, or other, including appeals), actual or threatened, made or commenced, subsequent to the adoption of these By-Laws.

Section 10.2.

The words "liability" and "expenses" shall include, without limitation, attorneys' fees, costs, judgments, amounts paid in settlement, fines, or penalties, as well as any other liabilities.

Section 10.3.

No Director or Officer shall ever be personally liable to the Association, any Member, or any other person for any action taken or not taken as a Director or Officer if the Director or Officer acted in compliance with Article VI, Section 6.4.B-D.

Section 10.4.

Any person seeking to establish liability of a Director or Officer must prove that the Director or Officer has not acted:

- A. In good faith;

- B. With ordinary care; and
- C. In a manner the Director or Officer reasonably believes to be in the best interest of the Association.

Section 10.5.

- A. Every person who is, or has been a Director, Officer, or Member of a Committee established by the Board for the conducting of business of the Association shall be indemnified by the Association to the fullest extent permitted by TEX. CIV. PRAC. & REM. CODE § 84.001, *et seq.*
- B. Such person shall be indemnified against liability, against all expenses reasonably incurred or paid by them, and against amounts paid or incurred by them in the settlement thereof, in connection with any claim, action, suit or proceeding in which they become involved as a party or otherwise by virtue of their being or having been a Director, Officer, or Committee Member.

Section 10.6.

- A. The rights of indemnification herein provided may be insured against by policies maintained by the Association.
- B. These rights shall be severable, shall not affect any other rights to which any Director, Officer, or Committee Member may now or hereafter be entitled, shall continue as to a person who has ceased to be such Director, Officer, or Committee Member and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 10.7.

Nothing contained herein shall affect any rights to indemnification to which Directors, Officers, or Committee Members may be entitled by contract or otherwise under law.

**ARTICLE XI.
CONFLICT BETWEEN DOCUMENTS**

In case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control. In case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

**ARTICLE XII.
GENDER AND GRAMMAR**

The singular wherever used herein shall be construed to mean the plural when applicable, and the necessary grammatical changes required to make the provision hereby apply either to corporations or individuals, men or women, shall in all cases be assumed as though in each case full expressed.

**ARTICLE XIII.
DISSOLUTION**

In the event of dissolution of the Association as provided by law, either voluntary or involuntary, and after payment of all debts, liabilities and obligations of the Association, the remaining assets of the Association shall be distributed in such manner as may be approved by two-thirds (2/3rds) of the voting Membership in attendance at a meeting of the Association at which a quorum is present, provided such proposed plan of distribution is not inconsistent with or violative of any law of the State of Texas applicable thereto.

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BOARD RESOLUTION OF
WILLOW POINTE HOMEOWNERS ASSOCIATION, INC.

Regarding Ratification of
AMENDED BY-LAWS
for the Purpose of Filing in the Harris County, Texas Real Property Records

DATED: _____

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

I, Scott Ward, ^{President} Secretary of WILLOW POINTE HOMEOWNERS ASSOCIATION, INC. (hereinafter referred to as the "Association"), do hereby certify that at a regular meeting of the membership of the Association, which was held on the 20th day of May, 2010, with a quorum present in person or by proxy, and remaining throughout, and being duly authorized to transact business, the Amended By-Laws of the Association, attached hereto as Exhibit "A", came before the membership of the Association and pursuant to Article XVII, Section 17.1, were adopted by a majority of a quorum of members present in person or by proxy.

WHEREAS, the Association is a Texas non-profit corporation governed by the Texas Property Code, specifically Chapter 204;

WHEREAS, the Amended By-Laws of the Association, attached hereto as Exhibit "A", adopted on May 20, 2010, are hereby ratified for the purpose of filing in the Harris County, Texas Real Property Records;

IT IS, HEREBY, RESOLVED that the Board of Directors of the Association unanimously adopts this formal resolution for the purpose of filing the Association's By-Laws and Articles of Incorporation in the Harris County, Texas Real Property Records.

Dated: 8/30/10 _____
Scott Ward
Secretary President

STATE OF TEXAS §
 § ACKNOWLEDGMENT
COUNTY OF HARRIS §

This instrument was acknowledged before me on the 30th day of August, 2010, by Scott Ward, as secretary of WILLOW POINTE HOMEOWNERS ASSOCIATION, INC. on behalf of said corporation.

for
no
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Janet Bonura
Notary Public in and for the State of Texas

RECORDER'S MEMORANDUM
This instrument was damaged at the time received for filing.

Dated: 8/3/2010

Brenda Jackson
~~Board Member~~ Secretary

STATE OF TEXAS §
§
COUNTY OF HARRIS §

ACKNOWLEDGMENT

This instrument was acknowledged before me on the 3rd day of August, 2010, by Brenda Jackson, as a board member of **WILLOW POINTE HOMEOWNERS ASSOCIATION, INC.** on behalf of said corporation.



Janet Bonura
Notary Public in and for the State of Texas

Dated: 8/3/2010

G. Decker
Board Member

STATE OF TEXAS §
§
COUNTY OF HARRIS §

ACKNOWLEDGMENT

This instrument was acknowledged before me on the 3rd day of August, 2010, by Greg Decker, as a board member of **WILLOW POINTE HOMEOWNERS ASSOCIATION, INC.**, on behalf of said corporation.



Janet Bonura
Notary Public in and for the State of Texas

Dated: 8/3/2010

M. Steve Mueller
Board Member

STATE OF TEXAS §
§
COUNTY OF HARRIS §

ACKNOWLEDGMENT

This instrument was acknowledged before me on the ___ day of _____, 2010, by _____, as a board member of **WILLOW POINTE HOMEOWNERS ASSOCIATION, INC.**, on behalf of said corporation.

Notary Public in and for the State of Texas

Dated: 8/31/2010

[Signature]
Board Member

STATE OF TEXAS §
COUNTY OF HARRIS §

ACKNOWLEDGMENT

This instrument was acknowledged before me on the 31st day of August, 2010, by Hollis Mikes, as a board member of WILLOW POINTE HOMEOWNERS ASSOCIATION, INC., on behalf of said corporation.

[Signature]
Notary Public in and for the State of Texas



Return to:
Lambright & Assoc.
5851 Sam Felipe
ste 860
Houston, TX 77057

FILED FOR RECORD
8:00 AM

SEP 24 2010

[Signature]
County Clerk, Harris County, Texas

ANY PROVISION HEREIN 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 File Number Sequence on the date and at the time stamped hereon by me; and was duly RECORDED in the Official Public Records of Real Property of Harris County, Texas on

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 blackouts, additions and changes were present at the time the instrument was filed and recorded.

SEP 24 2010



[Signature]
COUNTY CLERK
HARRIS COUNTY, TEXAS