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by-laws

AMENDED AND RESTATED BY-LAWS  
OF  
BELLAIRE WEST COMMUNITY IMPROVEMENT ASSOCIATION

The undersigned, being the duly elected, qualified and acting Secretary of Bellaire West Community Improvement Association, a Texas non-profit corporation (the "Association"), and the keeper of the minutes and records of the Association, does hereby certify the following amended and restated By-Laws of the Association, which were approved by a majority of the Board of Directors of the Association at a regular meeting held on November 27, 2006.

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ARTICLE I

Definitions

Section 1: The words "said property" as used in these By-laws shall be deemed to mean the following described real property situated in the County of Harris, State of Texas, and more particularly described as follows:

All of that certain subdivision known as Bellaire West in Harris County, Texas;

Together with any and all other real property which may hereafter, through the operation of conditions, covenants, restrictions, easements, reservations or charges pertaining to the same, be placed under or submitted to the jurisdiction of this corporation and be accepted as within the jurisdiction of this corporation by resolution of the Board of Directors of this Corporation.

Section 2: The words "Building Site" wherever used in these Bylaws shall be deemed to mean a building site as defined in any declaration of conditions, covenants, restrictions, easements, reservations or charges affecting the portion of said property in which the building site is located.

ARTICLE II

Functions of the Corporation

Section 1: Purposes: The purposes for which Bellaire West Community Improvement Association is formed are civic and social, for the benefit and betterment of the residents and property owners of Bellaire West, a residential development in Harris County, Texas. To carry out such purposes properly, the Corporation may at the discretion of its Board of Directors perform the following functions and the exercise of such functions shall be deemed to be within the scope of activities contemplated by the corporate charter;

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*Conroy S. Hyman*  
County Clerk, Harris County, Texas

**(a) The Corporation may care for vacant and/or occupied/improved, but unkempt properties in said development, which may include, but is not limited to mowing, maintaining and edging the grass, and removing any rodents and/or any unsightly or obnoxious things therefrom and do any other things, and perform any labor necessary or desirable in the judgment of the Board of Directors to keep the property, and the land contiguous and adjacent thereto, neat and in good order. The costs and charges incurred in maintaining or cleaning up a property shall be charged to the property owner and his/her property and may be collected in like manner as past due assessments. Each owner, upon purchasing his/her property in Bellaire West, hereby grants the Association and its agents or contractors a right of access to enter his/her property and maintain it within the intent of these by-laws and declaration.**

**(b) The Corporation may enforce charges, restrictions, conditions and covenants existing upon and created for the benefit of said property over which this Corporation has jurisdiction; the Corporation may pay all expenses incidental thereto; the Corporation may enforce the decisions and rulings of this Corporation having the jurisdiction over any of said property; the Corporation may pay all of the expenses in connection therewith; and may reimburse any declarant under any declaration of conditions, covenants, restrictions, assessments or charges affecting said property, or any part thereof, for all costs and expenses incurred or paid by it in connection with the enforcement, of any of the conditions, covenants, restrictions, charges, assessments or terms set forth in any declaration.**

**(c) The Corporation may perform any and all lawful things and acts which this Corporation at any time and from time to time, shall, in its discretion, deem to be to the best interests of said property and the owners of the building sites thereon, and shall pay all costs and expenses in connection therewith.**

**(d) Any powers and duties exercised by said Corporation relating to maintenance, operation, construction or reconstruction of any facilities provided for herein may be contracted for with any qualified contractor as agent.**

**(e) The Corporation may expend the funds collected by it from assessments, maintenance charges and all other moneys received by the Corporation for the payment and discharge of all proper costs, expenses and obligations incurred by this Corporation in carrying out any or all of the purposes for which the Corporation is formed.**

**(f) The Corporation may adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;**

**(g) The Corporation may suspend the voting rights and right to use of the recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment, fine or charge levied by the Association. Such rights may also be suspended after notice and hearing, for a**

period not to exceed 60 days for infraction of published rules and regulations;

(h) The Board of Directors may exercise all powers, duties and authority vested in or delegated to this Corporation and not reserved to the membership by other provisions of these By Laws, the Articles of Incorporation, or the Declaration;

(i) The Corporation may employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties;

(j) The Board of Directors may hire and fire all agents and employees of the Corporation, and may establish procedures to see that their duties are properly performed;

(k) The Corporation may institute and pursue any and all lawful means to collect any past due assessments, including without limitation, foreclosure of the lien against any property for which the assessments are not paid within thirty (30) days after the due date or institute any action at law against the owner personally obligated to pay the same;

(l) The Corporation, its managing agent or attorney may issue, or cause to be issued, upon demand of any person or entity, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Corporation or managing agent for the issuance of these certificates. If the certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(m) The Corporation shall procure and maintain adequate liability and hazard insurance on property owned by the Corporation;

(n) The Corporation may exercise any and all powers, rights, and privileges that a corporation organized under the Non-Profit Corporation Law of the State of Texas by law may now or hereafter have or exercise.

Section 2: Area: The activities of the Corporation shall be limited to the area known as Bellaire West, a development in Harris County, Texas, and to such other areas which may hereinafter through the operation of conditions, covenants, restrictions, easements, reservations or charges pertaining to the same be placed under or submitted to the jurisdiction of this Corporation and be accepted as within the jurisdiction of this Corporation by annexation or resolution of the Board of Directors of this Corporation.

### ARTICLE III

#### Offices

The principal office of the Corporation shall be located in the City of Houston, County of Harris, State of Texas. The Corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent.

## ARTICLE IV.

### Members

Section 1: Annual Meeting: The Annual Meeting of the Members shall be held in January of each year beginning at a time to be deemed most advantageous to the Corporation by the Board of Directors, for the purpose of electing Directors and for the transaction of any and all other business which may be brought before or submitted to the meeting. All annual meetings of the members shall be held at the Community Center, at 11511 Rowan Lane, in Bellaire West Subdivision, Houston, Texas 77072, unless otherwise determined by the Board of Directors. The Board of Directors shall give published notice of the meeting to the Members at least thirty (30) days prior to the meeting.

Candidates for the Board of Directors shall not run for specific Directorships; rather, all Directorships shall be filled by those candidates receiving the largest plurality of votes of all Members voting in the election for Directors. In the event of a tie, a special run off election will be established by the Board of Directors within thirty (30) days, to obtain a vote from the membership, to be held at the Community Center at 11511 Rowan Lane, in Bellaire West Subdivision, Houston, Texas 77072. Announcing the date and time of the run off election at the annual meeting shall be sufficient notice.

Section 2: Special Meetings: Special meetings of the members shall be held at the Community Center, at 11511 Rowan Lane, in Bellaire West Subdivision, Houston, Texas 77072, unless otherwise determined by the Board of Directors. Special meetings of the members may be called by the President or by a Vice President or by the Board of Directors, or by a majority in number of the members. Written notice of each special meeting of the members, stating the time and place thereof and indicating briefly the purpose or purposes thereof, shall be sent by mail or telegram or be delivered, by the Secretary, or in the event of his/her absence or failure, refusal, inability or omission to so do, by the President or a Vice President or any Assistant Secretary, to each of the members of the Corporation at their respective addresses, as shown by the records of the Corporation, at least five (5) days prior to the meeting.

Section 3: Quorum: The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, two percent (2%) of the votes shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, an applicable Supplemental Declaration, or these Bylaws. 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. No such subsequent meeting shall be held more than sixty (60) days following the preceding meeting.

Section 4. Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing, in the format as designated by the Board, and filed with the secretary. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. Every proxy shall be revocable and shall automatically cease upon conveyance of the Member of his/her

Lot. The Board of Directors shall issue an official proxy form to each Member along with notice of any meeting requiring the vote of the members.

**Section 5: Organization:** The President of the Corporation, and in the event of his/her absence, a Vice President of the Corporation, shall call meetings of the members to order and shall act as Chairman of such meetings.

**Section 6: Voting:** Each owner shall be entitled to one vote for each property owned. If title to the property is in the name of two or more persons as owners, then any one of such owners may vote as the owner of the property at any meeting of the Corporation and such vote shall be binding on such other owners who are not present at such meeting until written notice to the contrary has been received by the Secretary of the Board, in which case the unanimous action of all such owners (in person or by proxy) shall be required to cast their vote. If two or more of such owners are present at any meeting of the Corporation, then unanimous action shall be required to cast their one vote. Each member may vote in person or by official proxy.

**Section 7: Qualifications:** The members of the Corporation shall be the property owners of Bellaire West, a residential development in Harris County, Texas.

**Section 8:** The Board of Directors shall hold an election in the manner deemed most advantageous to the Corporation by the Board of Directors at the annual meeting where respective directors are elected and in the manner determined by the Board of Directors and further candidates nominated for the respective directorship shall be elected by a plurality vote of the members in attendance or by official proxy.

## ARTICLE V.

### Board of Directors

**Section 1: Number and Term of Office:** The business and property of the Corporation shall be managed and controlled by the Board of Directors. The Board of Directors may exercise all the powers of the Corporation, subject to the restrictions, Texas Property Code and Texas Non Profit Corporation Act. The number of directors shall be nine (9), which may be decreased by amendment, but in no event may the number of directors be less than three. In the event of the death or resignation of any member of the Board of Directors, the remaining members of said Board shall appoint/select a successor member or members to serve the unexpired portion of their term. Any vacancy occurring in the Board of Directors shall be filled by vote of a majority of the directors then in office.

In order to provide for staggered terms of office, all 9 directors in January 2007 shall be up for election. At the first annual meeting following this amendment (2007), four (4) Directors shall be elected for a term of one (1) year, and five (5) Directors shall be elected for a term of two (2) years, to be determined by a drawing of straws at the first Board of Directors meeting following the 2007 annual meeting. At each annual meeting of the Members of the Association thereafter, each Director whose term expires shall be elected for a term of two (2) years.

Section 2: Meeting of Directors: The Directors shall hold regular monthly meetings and keep the books of the Corporation.

Section 3: First Meeting: Each newly elected Board of Directors may hold its first meeting for the purpose of organization and the transaction of business, if a majority is present, immediately after the annual meeting is adjourned and no notice of such meeting shall be necessary.

Section 4: Election of Officers: At the first meeting of the Board of Directors in each year at which a majority is present, the Board of Directors shall proceed to the election of the officers of the Corporation. No notice or waiver of notice of any such first meeting shall be required or necessary if it be held immediately after the adjourned annual meeting of the members, and any and all business of any nature or character may be transacted at such first meeting.

Section 5: Regular Meetings: Regular meetings of the Board of Directors shall be held at such time and place as shall be designated, from time to time by resolution of the Board of Directors. Advanced notice of such regular meetings is required.

Section 6: Special Meetings: Special meetings of the Board of Directors shall be held whenever called by the President, Vice President, Secretary or a majority of the directors then in office. Notice of each special meeting shall be given by any officer of the Corporation by e-mail, mail, telephone or personal delivery to each director at his/her residence at least three days prior to the meeting. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a special meeting. At any meeting at which every director shall be present, even though without any notice, any business may be transacted.

Section 7: Quorum: A majority of the directors is defined as fifty per cent plus one of the Directors then in office. This shall constitute a quorum for voting purposes. If at any meeting of the Board of Directors there is less than a quorum present, the majority of those present may adjourn the meeting. The act of a majority of the Directors present at a meeting at which a quorum is in attendance shall constitute the act of the Board of Directors.

Section 8: Order of Business: At meetings of the Board of Directors, business shall be transacted in such order as the Board of Directors may determine. At all meetings of the Board of Directors, the President shall preside, and in the absence of the President, the Vice President shall chair the meeting. In the absence of the Vice President, the Secretary shall act as chairman. The Secretary of the Corporation shall act as Secretary of all meetings of the Board of Directors. The presiding officer may appoint any person to act as Secretary of the meeting, for the purpose of providing secretarial recording of the minutes.

## ARTICLE VI.

## Officers

**Section 1: Titles and Term of Office:** The officers of the Corporation shall be a President (who shall be a director), one or more Vice Presidents, a Secretary, a Treasurer and such other officers, including but not limited to one or more Assistant Secretaries and one or more Assistant Treasurers as the Board of Directors may from time to time elect or appoint. One person may hold more than one office. All officers shall be subject to removal, with cause, at any time, by vote of a majority of the Board of Directors. A vacancy in the office of any officer shall be filled by vote of a majority of the Board of Directors. An officer or director must be in good standing at all times to serve, and while serving, on the Board of Directors, the term "good standing" is defined as no current violations of the deed restrictions, including, but not limited to, the prohibition of assessment delinquencies.

**Section 2: Powers and Duties of the President:** The President, subject to the control of the Board of Directors, shall be in general charge of the affairs of the Corporation in the ordinary course of its business; he/she shall preside at all meetings of the members and of the Board of Directors; he/she may make, sign and execute all deeds, conveyances, assignments, bonds, contracts and other obligations and any and all other instruments and papers of any kind or character in the name of the Corporation; and, he/she shall do and perform such other duties as may from time to time be assigned to him/her by the Board of Directors

**Section 3: Vice Presidents:** Each Vice President shall have the usual powers and duties pertaining to his/her office together with such other powers and duties as may be assigned to him/her by the Board of Directors, and the Vice President shall have and exercise the powers of the President during that officer's absence or inability to act. Any action taken by a Vice President in the performance of the duties of the President shall be conclusive evidence of the absence, or inability of the President to act, at the time such action was taken.

**Section 4: Treasurer:** The treasurer shall receive and deposit or cause to be received and deposited in appropriate bank accounts all monies of the Association and shall disburse or direct the disbursement of such funds jointly, as directed by the Board of Directors; shall keep proper books of account, cause a report of the Association's books to be made 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 annual meeting. He/she, if required by the Board of Directors give such Bond for the faithful discharge of his/her duties in such form as the Board of Directors may require. In the event all financial records are to be handled by a contracted agent, the treasurer shall be the liaison with the contracted Agent and will review, on a monthly basis, accounting records to reflect all income, expenditures, general ledger records and the monthly Financial reports which include the Balance Sheet, Income and Expense Variance report, Aged Accounts Receivable and various journals. He/she shall review and endorse checks for payment of services due from the Corporation, in a timely manner, jointly with a designated Board Member, approved by the Board of Directors. He/she will review and present to the Board of Directors, the Budget of the upcoming year, which is in a preliminary state, from the contracted Agent. The Board will then review and approve the Budget for the new fiscal year. He/she will present the approved Budget to the

membership, at the annual meeting and will continue to monitor the Budget on a monthly basis. All non confidential books and records are available for membership review by appointment.

Section 5: Assistant Treasurers: Each Assistant Treasurer shall have the usual powers and duties pertaining to the treasurer's duties, together with such other powers and duties as may be assigned to him/her by the Board of Directors and the Assistant Treasurer shall exercise the powers of the Treasurer during that officer's Absence or inability to act.

Section 6: Secretary: The Secretary shall keep the minutes of all meetings of the Board of Directors and the minutes of all meetings of the members in books or files provided for that purpose; He/she shall have charge of and maintain and keep such books and papers as the Board of Directors may direct, all of which shall at all reasonable times be open to the inspection of any director or member upon request at the office of the Corporation by appointment and he/she shall in general perform all the duties incident to the office of Secretary subject to the control of the Board of Directors. Confidential records such as attorney notes/ work product or delinquency reports are not open to members for inspection.

Section 7: Assistant Secretaries: Each Assistant Secretary shall have the usual powers and duties pertaining to the office, together with such other powers and duties as may be assigned to such officer by the Board of Directors, and the Assistant Secretaries shall exercise the powers of the Secretary during that officer's absence or inability to act.

## ARTICLE VII

### Contracts. Checks. Drafts. Bank Accounts. Etc.

Section 1: The Board of Directors, except as otherwise provided in these by-laws, may authorize any officer or officers, agent or agents, in the name of and on behalf of the Corporation, to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; and, unless so authorized by the Board of Directors or expressly authorized by the By-laws, no officer or agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable peculiarly for any purpose or to any amount.

Section 2: No loan shall be contracted on behalf of the Corporation, and no negotiable papers shall be issued in its name unless authorized by the majority vote of the Board of Directors.

Section 3: All checks, drafts and other orders for the payment of money out of the funds of the Corporation, and all notes or other evidences of indebtedness of the Corporation shall be signed on behalf of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4: All funds of the Corporation not otherwise employed shall be deposited



to the credit of the Corporation in such banks or other depositories as the Board of Directors may select. For the purpose of such deposits the President, a Vice President, the Treasurer, the Secretary or any other Director of the Corporation to whom such power may be delegated by the Board of Directors, may endorse, assign and deliver checks, drafts and other orders for the payment of money which are payable for services or debts.

## ARTICLE VIII

### Miscellaneous Provisions

Section 1: Fiscal Year: The fiscal year of the Corporation shall end at midnight on December 31, of each calendar year.

Section 2: Seal: The seal of the corporation, if used, may be circular in form and shall have inscribed thereon the name of the Corporation.

Section 3: Notice and Waiver of Notice: Whenever any notice is required to be given under the provisions of these by-laws, said notice shall be deemed to be sufficient if given by depositing the same in a post office box in a sealed, postpaid wrapper addressed to the person entitled thereto at his/her post office address, as it appears on the books of the Corporation, and such notice shall be deemed to have been given on the day of such mailing. A waiver of notice, whether before or after the time stated therein, shall be deemed equivalent to notice.

Section 4: Resignations: Any director or officer may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein. If no time is specified, then resignation is effective at the time of its receipt by the President, Secretary, managing agent or attorney. The acceptance of the resignation shall not be necessary to make it effective.

Section 5: These By-laws may be supplemented, altered, amended or repealed either by the affirmative vote of a majority of the members of the Corporation at any annual or special meeting, or by the affirmative vote of a majority of the Board of Directors at any regular or special meeting.

Adopted by unanimous vote of the Board of Directors of **BELLAIRE WEST**

**COMMUNITY IMPROVEMENT ASSOCIATION**, at a meeting held on *Monday*

*November 27*, 2006.

Signed *November 27*, 2006.

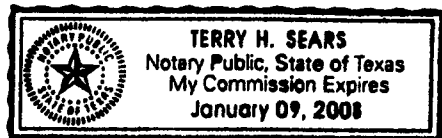
BELLAIRE WEST COMMUNITY IMPROVEMENT  
ASSOCIATION

*Jacqueline R Harrison*  
Jacqueline Harrison, Secretary

STATE OF TEXAS       §  
                                  §  
                                  §  
COUNTY OF HARRIS   §

This instrument was acknowledged before me on this the 27 day of November, 2006, by Jacqueline Harrison, Secretary of BELLAIRE WEST COMMUNITY IMPROVEMENT ASSOCIATION, as the act of and on behalf of said Association.

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



*✓*

After Filing Return to:

TERRY H. SEARS, P.C.  
9700 Richmond, Suite 222  
Houston, Texas 77042

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 the number Sequence on the date and at the time stamped herein by me, and was duly RECORDED, in the Official Public Records of Real Property of Harris County Texas on:

DEC 19 2006



*Dorothy L. Hayden*  
COUNTY CLERK  
HARRIS COUNTY, TEXAS