

BY-LAWS

HUNTWICK CIVIC ASSOCIATION, INC.
("ASSOCIATION")

ARTICLE I

NAME AND LOCATION. The name of the corporation is Huntwick Civic Association, Inc., hereinafter referred to as the "Association". The principal office of the corporation shall be located in Harris County, TX 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.

ARTICLE II
DEFINITIONS

1. "Association" shall mean and refer to Huntwick Civic Association, Inc., its successors and assigns.
2. "Properties" shall mean and refer to any real or personal property as may hereafter be brought within the jurisdiction of the Association.
3. "Common Area" shall mean and refer to any plot of land owned by the Association or those plots of land designated as Reserve "A" and Reserve "B" and that plot of land known as "Donut Lake" in the Deed Restrictions and Covenants for Huntwick Forest Subdivision. This shall exclude Reserves set aside for commercial property and for the Huntwick Racquet Club.
4. "Lot" shall mean and refer to any plot of land shown upon any recorded maps of Huntwick Forest Subdivision with the exception of any acreage tracts shown on such subdivision map or maps.
5. "Building Site" shall mean and refer to any plot of land containing one or more Lots or partial Lots shown upon any recorded maps of Huntwick Forest Subdivision with the exception of any acreage tracts or "Reserve" plots shown on such subdivision map or maps.
6. "Owner" shall mean and refer to the record Owner, whether one or more persons or entities, of the fee simple title to any Lot, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.
7. "Members" shall mean and refer to those persons or entities who are Owners of Building Sites or residences within Huntwick Forest Subdivision. There shall be only one membership for each Building Site within the subdivision.
8. "Resident" shall mean and refer to the occupant of any residence within the Huntwick Forest Subdivision.
9. "Voting Member" shall mean and refer to those Members who are current in payment of maintenance fees and special assessments.
10. "Maintenance Fees" shall mean and refer to the annual maintenance assessment levied against each Lot as described in the Deed Restrictions for Huntwick forest Subdivision.

11. "Special Assessment "A" shall mean and refer to the annual or monthly resident service fees levied against each Resident or Member for the collection of trash and for security.

12. "Special Assessment "B" shall mean and refer to the annual or monthly fees assessed against each Resident or Member for the funding and maintenance of capital acquisitions by the "Association".

13. "Fiscal Year" and "Budget Year" shall mean and refer to that twelve (12) month period for Association reporting to the Internal Revenue Service and other governmental entities and shall be determined by the Board of Directors.

14. "Budget" shall mean and refer to that annual operating revenue and expense plan for the Association.

ARTICLE III MEETINGS

Section 1. **Annual Member Meetings** shall be held on the third Wednesday of February at 7:30 P. M. local time. If the day for the annual meeting is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

Section 2. **Special Member Meetings** may be called at any time by the President or by two (2) Members of the Board of Directors or upon written request of one-tenth (1/10) of the Members.

^(Tuesday) Section 3. **Board of Directors Regular Monthly Meetings** shall be held on the second Thursday of each month with the place and time determined by the Board of Directors. The Board of Directors shall post notice of the meetings in the Association monthly newspaper. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 4. **Special Board of Director Meetings** may be called by the President or by any two Board Members upon forty eight hours written notice to each Director. **Notice of Waiver of Meeting Notice** may be granted by signature of a quorum of Directors present for the Special Meeting.

Section 5. **Notice of Member Meetings** shall be by written notice of each meeting given by, or at the direction of, the Secretary or person authorized to call the meeting, by delivery or by mailing a copy of such notice, postage prepaid, at least five (5) days before such meeting to each member addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting and the purpose of the meeting.

Section 6. **Quorum For An Annual Or Special Member Meeting** shall be the presence of one-twentieth (1/20) of the Members entitled to cast, or of proxies entitled to cast votes and shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation or these By-Laws. If such quorum is not 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. (1/2)

Section 7. **Quorum For A Regular Or Special Board Meeting** shall be a majority of the elected Directors. 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, unless the act of a greater number is required by law or by these By-Laws.

Section 8. **Voting At A Special Or Annual Member Meeting** shall be by absentee vote, by proxy or in person. All proxies shall be in writing with origination date and filed with the Secretary. Every proxy shall be revocable and shall cease upon conveyance of written revocation by the member to the Secretary by 6:00 PM local time on the date of the election or elapse of sixty (60) days from origination date whichever occurs first. Every absentee vote may be revoked by written notice to the Secretary by 6:00 PM on the date of the election.

ARTICLE IV
BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. **Number.** The business of this corporation shall be managed by a Board of Directors of not less than three nor more than twelve Directors who shall be voting Members of the Association.

Section 2. **Term of Office.** The term of office shall be two years with no Director serving more than two consecutive elected terms. The Board of Directors shall make every reasonable effort to schedule elections such that approximately one-half (50 %) of the Directors are elected each year.

Section 3. **Removal.** Any Director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association at a Special Meeting called for this purpose or at a Annual Meeting or by a unanimous vote of the remaining Board of Directors at a Special or Regular Board Meeting.

Section 4. **Death, Removal Or Resignation Of A Director.** The remaining Board of Directors shall elect a replacement Director to serve the unexpired term of his or her predecessor.

Section 5. **Merger.** In the event of a merger of this corporation, the Board of Directors shall elect additional Directors, as required, to fill the duties and responsibilities of the merged corporation. These Directors shall serve no more than two years before standing for election.

Section 6. **Compensation.** No Director shall receive compensation for any service he or she may render to the Association. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 7. **Action Taken Without A Meeting.** Directors shall have the right to take any action in the absence of a meeting which they could take at any meeting by obtaining the written approval of all of the Directors. Any action so approved shall have the same effect as though taken at any scheduled meeting of the Board of Directors.

ARTICLE V
NOMINATION AND ELECTION OF DIRECTORS

Section 1. **Nominations.** Unless otherwise provided herein, nominations 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. 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. All nominees, including those placed in nomination from the floor at the annual meeting, must have given prior consent to serve before being placed in nomination.

Section 2. **Election.** Election to the Board of Directors shall be by ballot at the annual meeting. An Election Committee consisting of one Board member and two (2) additional association Members shall be appointed by the President of the Association prior to the counting of the ballots. This Election Committee shall preside over the election and insure that:

- (a) All ballots are signed.
- (b) All proxies are correct, signed and dated.
- (c) All ballots are checked against the poll role which shall be the Association membership roll.
- (d) No more than one ballot per Lot or residential building site is counted.

The official ballot for the election shall be submitted to each member at least five (5) days before the Annual Meeting. Signed absentee ballots may be delivered to the Secretary of the Association before 6:00 P. M., local time, on the day of the Annual Meeting. Candidates receiving the greatest number of votes shall be elected.

ARTICLE VI POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

- (a) Exercise for the Association all powers, duties and authority vested in or delegated to the Board of Directors by the Covenants and Deed Restrictions for Huntwick Forest, the By-Laws and Articles of Incorporation of the Association and specifically not reserved to the membership by other provisions of these By-Laws or the Articles of Incorporation.
- (b) Declare the office of a member of the Board of Directors to be vacant in the event such member shall have unexcused absences from three (3) consecutive regular scheduled meetings of the Board of Directors.
- (c) Employ such employees as they deem necessary and prescribe their duties and compensation.
- (d) Amend these By-Laws to facilitate operation and management of the Association except that ARTICLE II, ARTICLE III, ARTICLE IV, Section 1, 2, 3 and 6, ARTICLE V, Section 1 and 2, ARTICLE VI, Section 1, Paragraph (d) and Section 2, ARTICLE X, Section 1 and 2, ARTICLE XIII, Section 1 and 2 and ARTICLE XIV, Section 1 and 2 shall not be amended by the Board of Directors.
- (e) Enter into contracts on behalf of the Association or execute and deliver any instrument in the name and on behalf of the Association.

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

- (a) Keep a written 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, a minimum of thirty days (30) prior to the meeting, by one-twentieth (1/20) of the Members who are entitled to vote.
- (b) Supervise all employees of the Association and to see their duties are properly performed.
- (c) Procure and maintain liability and hazard insurance on all property owned by the Association.
- (d) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate, with the bond premium to be paid by the Association.
- (e) Cause all Common Areas to be maintained.
- (f) Enforce the Covenants and Deed restrictions for Huntwick Forest Subdivision.
- (g) Cause an annual operating Budget to be prepared and presented to the membership, in writing, a minimum of fifteen (15) days prior to the Annual Meeting. This Budget shall include the projected revenue and expenses by major categories for the next fiscal year and the actual revenue and expenses for the same categories for the current fiscal year. This Budget must be approved by a two-thirds (2/3) affirmative vote of a quorum at a Special or Annual meeting. Should this Budget fail to gain approval, the meeting shall be adjourned from time to time until a Budget is approved. During the period without an approved Budget, the Association shall continue to operate, including payment of obligations, and assess maintenance fees and resident services fees at the most recently approved rates.
- (h) Publish a subdivision newspaper a minimum of bi-monthly.
- (i) Set the annual maintenance fee for the subsequent calendar year no later than September 30th of each year.
- (j) Take such emergency action as deemed necessary to protect the health, life and/or property of the Association Members provided such action is approved by a two-thirds (2/3) majority of the Board of Directors present at a Regular or Special meeting.

ARTICLE VII
OFFICERS AND THEIR DUTIES

Section 1. Officers. The officers of this Association shall be a President and Vice President, who shall at all times be Members of the Board of Directors, a Secretary and a Treasurer and such other officers as the Board may from time to time by resolution create.

Section 2. Election Of Officers. Members of the Board of Directors shall elect its officers at the first meeting of the Board of Directors following each Annual Meeting.

Section 3. Term. Officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board of directors or membership at any Special Meeting called for this purpose. Any officer may resign at any time giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancy. A vacancy in any office may be filled by appointment by the Board of Directors. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he or she replaces.

Section 7. Multiple Offices. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

President

(a) The President shall preside at all meetings of the Board of Directors, Annual Meetings and Special Meetings; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds, litigation and other written instruments and shall co-sign checks and promissory notes. The President shall be an ex-officio member of all committees and shall decide all questions of procedure and order.

Vice President

(b) The Vice President shall act in the place and instead of the President in the event of his absence, inability, or refusal to act and shall exercise and discharge such other duties as may be required of the office by the Board.

Secretary

(c) The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of Members; keep appropriate current records showing the Members of the Association together with their addresses, and shall perform such other duties as required by the Board.

Treasurer

(d) The Treasurer shall receive and deposit, in appropriate bank accounts, all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign, together with at least one other officer, all checks and promissory notes of the Association; keep proper books of the accounts; cause an annual audit or financial review of the Association 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 the Annual Meeting and make a copy of each available to each member.

ARTICLE VIII COMMITTEES

Section 1. Standing Committees. The Board of Directors shall appoint a Nominating Committee, as provided in these By-Laws. With the exception of the Architectural Control Committee, the Board of Directors shall appoint, as soon as possible after election to such office, the following standing committees. Each committee shall be chaired by a separate Director.

- (a) Membership and Activities
- (b) Finance and Budget
- (c) Beautification
- (d) Deed Restrictions/Legal Advisory
- (e) Intercommunity Relations
- (f) Maintenance and Utility
- (g) Security
- (h) Architectural Control

Section 2. Additional Committees. The President may appoint additional committees as required.

Section 3. Committee Members And Duties. Members and duties of all committee Members shall be defined by the Board of Directors.

ARTICLE IX BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Articles of Incorporation, By-Laws and Deed Restrictions and Covenants shall be available for inspection by any member at the principal office of the Association where copies may be purchased at reasonable cost.

Each Director shall, within five (5) days after retiring from office, deliver to his successor all papers and properties in his or her possession belonging to the Association.

The Treasurer's books shall be audited or reviewed annually in such manner as decided by the Board of Directors.

ARTICLE X EXPENDITURES

Section 1. Budget Presentation. The Board of Directors will present a Budget at the

Annual Meeting. Said Budget will present to the membership, for consideration and approval, the proposals which the Board plans to institute during the budget year.

Section 2. Budget Oversight. The President is required to call a Special Budgetary General Meeting within 60 days of written notification by the Treasurer that the Budget year expenditures are estimated to exceed the approved Budget by ten (10) percent or that an increase in the Resident Services Fee will be necessary to assure maintaining an adequate reserve of funds.

ARTICLE XI PROCEDURE

Section 1. Rules Of Order. The Revised Edition of Robert's Rules of Order shall be the authority for procedure in conducting all meetings of this Association and the Board, when not in conflict with provisions of these By-Laws.

Section 2. Meetings. The following shall be the order of business for all meetings:

- (a) Registration of Members in attendance.
- (b) Reading of the minutes of the last meeting.
- (c) Treasurer's report.
- (d) Committee reports.
- (e) Unfinished business.
- (f) Program.
- (g) New business.
- (h) Notification of next meeting.
- (i) Adjournment.

ARTICLE XII CORPORATE SEAL

The Association shall have a seal in circular form having within it's circumference the words: Huntwick Civic Association, Inc., and within such words a five pointed star with the letters T E X A S.

ARTICLE XIII MERGER

Section 1. Tax Exempt. The Members of the Association may vote to merge the Association with another tax exempt corporation or tax exempt Association by a two-thirds (2/3) vote of a quorum of those Members in person or by proxy at a Special or Annual meeting of the membership.

Section 2. Taxable. The Members of the Association may vote to merge the Association with a taxable corporation by a seventy five (75) percent affirmative vote of the membership, in person or by proxy, at a Special or Annual meeting.

ARTICLE XIV DEED RESTRICTIONS

The Board of Directors shall enforce the Covenants and Deed Restrictions for the Huntwick Forest Subdivision by the powers vested in the deed restrictions and through civil process as required. This shall include, but not be limited to, determination of the annual levy and assessment of annual maintenance

fees, resident services fees and/or other assessments. These assessments shall be included in the annual Budget and approved at a Special or Annual Meeting as described in ARTICLE VI, Section 2, paragraph (g).

ARTICLE XV
INDEMNIFICATION OF DIRECTORS AND OFFICERS

Each Director and Officer of the Association shall be indemnified by the Association against any cost and expenses, including reasonable counsel fees actually and necessarily incurred in connection with the defense of any civil, criminal, administrative or other claim, action, suit or proceeding (whether by or in the right of the Association or otherwise) in which he may become involved or with which he may be threatened, by reason of his being or having been a Director or Officer of the Association, and against any payments in settlement of any such claim, action, suit or proceeding or in satisfaction of any related judgment, fine or penalty upon receipt by the Association of an opinion of independent legal counsel that he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the interest of the Association, and in respect of any criminal action, reasonably believed his or her conduct was lawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the Director or Officer did not act in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the Association, and in respect of any criminal action or proceeding, reasonably believed his or her conduct was lawful. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any Director or Officer may be entitled under any other By-Law, agreement, vote of disinterested Directors, as a matter of law or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a Director or Officer and shall inure to the benefit of his heirs, executors and administrators of such person.

Notwithstanding the provisions of the preceding paragraph, no person shall be entitled to indemnification pursuant thereto in relation to any matter as to which indemnification shall not be permitted by law.

The Association may purchase and maintain insurance on the behalf of any person who is or was a Director or Officer of the Association against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify him or her against such liability under the proceeding provisions of the Article or applicable provisions of law.

ARTICLE XVI
SURVIVORSHIP

If any Court of Law, legal jurisdiction or other mandate determines and ARTICLE, Section or Paragraph of these By-Laws to be invalid or otherwise null and void the remaining ARTICLES, Sections and Paragraphs will continue in full effect until amended or voided by the Association membership.

ARTICLE XVII
AMENDMENT

This instrument may be amended by the Members at a Special Member Meeting or an Annual Member Meeting by a two-thirds (2/3) affirmative vote of those Members in person, by proxy or by absentee voting.

ARTICLE XVIII
ADOPTION

This instrument was adopted at the Annual Member Meeting of the Huntwick Civic Association, Inc., on March 19, 1997, by an affirmative vote.

I am an officer of this corporation and I certify this instrument was duly adopted by the corporation on this date.

HUNTWICK CIVIC ASSOCIATION, INC.


By: Susan Gardiner, Secretary