

**BY-LAWS  
OF  
FOREST WEST COMMUNITY IMPROVEMENT ASSOCIATION**

**Article I. Offices**

The principal office of the corporation in the State of Texas shall be located in the City of Houston, County of Harris.

The corporation shall have and continuously maintain in 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. The registered Office may be, but need not be identical with the principal office in the state of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

**Article II. Members**

**Section 1. CLASSES OF MEMBERS.** The Corporation shall have two classes of members, which shall be referred to as regular member and developer-builder members. In these By-Laws where reference is made to “members” it shall be understood as referring to both classes of members, unless stated otherwise.

**Section 2. QUALIFICATIONS.** Each member shall be the record owner of at least one residential lot or building site in Forest West, a subdivision of the City of Houston, Texas. Developer-Builder members shall be those record lot owners primarily engaged in the business of subdividing Forest West Addition, constructing lot improvements, and / or residences for the purpose of selling or leasing of all of the said improvements on a lot in Forest West.

**Section 3. VOTING RIGHTS.** Each member shall be entitled to one vote for each lot owned on each matter submitted to a vote of the members. Vote(s) shall be cast by only one of any two or more common owners or tenants in common, but split or fractional votes where common owners or tenants in common cannot agree are specifically prohibited. Voting may be in open meeting, or by mail as may be determined by the Board of Directors. No Member shall be entitled to vote if delinquent in the payment of Maintenance Fund charges.

**Section 4. TERMINATION OF MEMBERSHIP.** Membership shall be terminated upon passage of record title to residential lot.

### Article III. Meetings of Members

**Section 1. ANNUAL MEETING.** An annual meeting of the members shall be held on the first {2} Tuesday in the month of February in each year, beginning with the year 1978 {2}, for the purposes of electing Directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Texas, such meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

**Section 2. SPECIAL MEETINGS.** Special Meeting of the members may be called by the President, the Board of Directors, or not less than one-tenth of the members having voting rights.

**Section 3. PLACE OF MEETING.** The Board of Directors may designate any place, within the County of Harris as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Texas.

**Section 4. NOTICE OF MEETINGS.** Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than ten nor more than fifty days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these by-laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon paid.

**Section 5. INFORMAL ACTION BY MEMBERS.** Any action required by law, to be taken at a meeting of the members, or any action which may be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

**Section 6. QUORUM.** The members holding one-fifth of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

**Section 7. PROXIES.** At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of execution, unless otherwise provided in the proxy.

**Section 8. VOTING BY MAIL.** Where directors or officers are to be elected by members, such election may be conducted by mail in such manner as the Board of Directors shall determine.

#### Article IV. Board of Directors

**Section 1. GENERAL POWERS.** The affairs of the corporation shall be managed by its Board of Directors. Directors need not be residents of the Forest West subdivision.

**Section 2. NUMBER, TENURE AND QUALIFICATIONS.** The number of directors shall be five. Each director shall hold office until the next annual meeting of members and until his successor shall have been elected and qualified.

**Section 3. REGULAR MEETINGS.** A regular annual meeting of the Board of Directors shall be held without other notice than this by-law, immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution the time and place within the County of Harris, for the holding of additional regular meetings of the Board without other notice than such resolution.

**Section 4. SPECIAL MEETINGS.** Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board may fix any place within the County of Harris, as the place for holding any special meeting of the board called by them.

**Section 5. NOTICE.** Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by telephone or written notice delivered personally or sent by mail or telegram to each director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

**Section 6. QUORUM.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

**Section 7. MANNER OF ACTING.** The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

**Section 8. VACANCIES.** Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors, shall be filled by the Board of Directors. A director elected to fill a vacancy shall be elected for the un-expired term of his predecessor in office.

**Section 9. COMPENSATION.** Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the board; but nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

**Section 10. INFORMAL ACTION BY DIRECTORS.** Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors.

## Article V. Officers

**Section 1. OFFICERS.** The officers of the corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint other such officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

**Section 2. ELECTION AND TERM OF OFFICE.** The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

**Section 3. REMOVAL.** Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

**Section 4. VACANCIES.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the un-expired portion of the term.

**Section 5. PRESIDENT.** The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the members and of the Board of Directors. He may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in the cases where the signing and execution thereof shall be expressly delegated by the Board of Director or by these by-laws or by statute to some other officer or agent of the corporation; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

**Section 6. VICE PRESIDENT.** In the absence of the President or in event of his inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the vice presidents in the order of election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

**Section 7. TREASURER.** If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have the charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these by-laws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

**Section 8. SECRETARY.** The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these by-laws; keep a register of the post-office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and other such duties as from time to time may be assigned to him by the President or by the Board of Directors.

**Section 9. ASSISTANT TREASURERS AND ASSISTANT SECRETARIES.** If required by the Board of Directors, the assistant treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The assistant treasurers and assistant secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

## Article VI. Committees

**Section 1. COMMITTEES OF DIRECTORS.** The Board of Directors by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation; provided, however, that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the by-laws; electing, appointing or removing any member of any such committee or any director or officer of the corporation; amending the articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing for sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings there for; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him by law.

**Section 2. OTHER COMMITTEES.** Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation, and the President of the corporation shall appoint the members thereof. Any members thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

**Section 3. TERM OF OFFICE.** Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

**Section 4. CHAIRMAN.** One member of each committee shall be appointed chairman by the person or person authorized to appoint the members thereof.

**Section 5. VACANIES.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

**Section 6. QUORUM.** Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

**Section 7. RULES.** Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the Board of Directors.

## Article VII. Contracts, Checks, Deposits and Funds

**Section 1. CONTRACTS.** The Board of Director may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

**Section 2. CHECKS, DRAFTS, ETC.** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and counter-signed by the President or a Vice President of the Corporation.

Section 3. DEPOSITS. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. GIFTS. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

### Article VIII. Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

### Article IX. Fiscal Year

The fiscal year of the corporation shall begin on the first day of November in a calendar year and shall (1) end on the last day of October in the succeeding (1) year.

### Article X. Maintenance Fund Charges

Section 1. APPLICABILITY. Each residential lot or building site shall be and is hereby made subject to an annual charge by the Association for its Maintenance Fund.

Section 2. RATE. The rate of the Maintenance Fund charge shall be determined annually by the Board of Directors. The rate so determined and charged shall be sufficient, in the Board of Director's judgment, to meet its requirements, but in no event shall the rate of charge exceed a maximum of five (5) mills per square foot of residential lot or building site area.

Section 3. PAYMENT. The Maintenance Fund charge shall be due and payable to the Forest West Community Improvement Association annually, in advance, on the first day of January of each year after the date of the conveyance of each lot or portion thereof. The Maintenance Fund charge shall commence as of the date of conveyance by the Developer, on which date shall be due the prorated annual Maintenance Fund charge for the remainder of the year. Delinquent charges may be assessed a charge not to exceed the rate of six (6) percent per annum. The corporation and / or Board of Directors shall not be liable or responsible to any party for failure or inability to collect such maintenance charge or any part thereof from any other party.



**Section 4. POOLING OF FUNDS.** All maintenance funds collected from all Sections of Forest West, now or hereafter subject to such charge, may be pooled, merged and combined into a single Maintenance Fund without regard to the amounts collected from each Section.

**Section 5. USE OF MAINTENANCE FUND.** The Maintenance Fund shall be used by the corporation as determined by its Board of Directors for the use and benefit of all residential lots of Forest West subdivision, and, if any, all subsequent Sections thereof wherein the residential lots are impressed with and subject to an annual Maintenance Fund charge at an equivalent rate, and which are subject to the jurisdiction of the corporation as herein provided. Such uses and benefits may include, but are not limited to the following: maintenance of streets, public walks, parks, parkways, esplanades, and vacant lots; provision and maintenance of street lighting, and subdivision markers or monuments, esplanade planting and decoration; provision or subsidy of service for public transportation, fire protection, police or watchman protection, insect control, garbage and rubbish pickup; provision and / or operation and / or maintenance of recreational facilities including, but not limited to swimming, tennis, and playgrounds; and the enforcement of the Forest West Restrictive Covenants. The foregoing uses, benefits and purposes are permissive and not mandatory. The good faith decisions of the Board of Directors shall be final so long as they are made in accordance with the law and the corporation's by-laws.

**Section 6. EXCEPTIONS FROM PAYMENT OF MAINTENANCE FUND.**

Developer - Builder members shall not be subject to the Maintenance Fund charges; however, this exception from the payment of the Maintenance Fund shall in no way limit such member's other rights or responsibilities as member(s) of the corporation.

**Section 7. SECURITY FOR MAINTENANCE FUND.** The Maintenance

Fund charges established herein and to be levied shall be secured by a Vendor's Lien for the use and benefit of the corporation, said lien to be enforceable at law by said beneficiary. Each such lien shall be secondary, subordinate and inferior to all liens present and future, given, granted and created by or at the instance and request of the Owner of any such lot or building site to secure the payment of monies advanced or to be advanced on account of the purchase price and / or the improvement of any such lot or building site. As a condition precedent to any proceeding to enforce its lien upon any lot or building site upon which there is an outstanding valid and subsisting first lien, said beneficiary shall give the holder of such first lien sixty (60) days written notice of such proposed action, such notice to be addressed to the office of such first lien holder by U. S. Certified Mail, and to contain the statement of the delinquent Maintenance Fund charges upon which the proposed action is based. Upon request of the holder of any such first lien holder, the corporation shall acknowledge in writing its obligation to give the foregoing notice with respect to the particular lot or building site subject to the first lien.

## Article XI. Seal

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Forest West Community Improvement Association" or such other seal as the Directors deem suitable.

## Article XII Waiver of Notice

Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the articles of incorporation or the by-laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## Article XIII Disposal of Real Property

Title to real property may be held in the name of the association. The Board of Directors may acquire, sell or dispose of the real property so long as such acquisition, sale or disposal is within and used for the purpose of the association. In the event it is determined to abandon any real property of the association, then and in that event only, title to said real property shall vest in the City of Houston, Texas and as near as practicable the use to which the City of Houston shall put said property shall be in keeping with the purposes of this association.

## Article XIV. Amendments to By- laws

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a majority of the directors present at any regular meeting or at any special meeting, if at least two days' written notice is given of intention to alter, amend, or repeal or to adopt new by-laws at such meeting.

- (1) Change from January and from December adopted 6-2-75
- (2) Change from second and from 1965 adopted 11-10-77

By signature, I certify that I am a duly appointed officer of the Forest West Community Improvement Association and that the foregoing By-laws constitute the By-laws of the Forest West Community Improvement Association. These By-laws were duly adopted at a meeting of the officers held on \_\_\_\_\_

Dated \_\_\_\_\_ Title \_\_\_\_\_ Name \_\_\_\_\_