

BYLAWS
OF
FAIRFIELD CENTRAL NEIGHBORHOOD ASSOCIATION, INC.

Article I

Name, Definitions and Membership

Section 1. Name. The name of the Association is FAIRFIELD CENTRAL NEIGHBORHOOD ASSOCIATION, INC. (hereinafter referred to as the "Association").

Section 2. Definitions/Gender. Capitalized terms used in these Bylaws shall have the following meanings:

- a. "Common Area" shall mean all real and personal property owned by the Association for the common use and enjoyment of its Members.
- b. "Lot" shall mean each lot shown on the recorded plat for each residential subdivision under the jurisdiction of the Association.
- c. "Member" shall mean each person or entity who is member of the Association as provided in Section 3 of this Article.
- d. "Owner" shall mean the record owner, whether one or more persons (natural person, corporation, partnership, or other legal entity) of a Lot; provided that, notwithstanding any applicable theory of law, a mortgagee shall not be an owner unless and until such mortgagee has acquired title to a Lot pursuant to a foreclosure or a deed in lieu of a foreclosure.

Pronouns, wherever used in these Bylaws, shall include all persons regardless of gender.

Section 3. Membership. Initially, the Association shall have no Members. However, if and when the Association acquires jurisdiction over residential subdivisions in Harris County, Texas, the Association shall have one (1) class of membership. Each Owner of a Lot shall be a Member of the Association. Upon becoming an Owner of a Lot, the Owner shall automatically become a Member of the Association and shall continue to be a Member until such person no longer owns a Lot, at which time membership in the Association shall automatically cease. Membership in the Association shall be appurtenant to the ownership of a Lot. Voting rights of the Members shall be in accordance with Article II, Section 7, of these Bylaws.

Article II

Association: Meetings, Quorum, Voting, Proxies

Section 1. Place of Meetings. Meetings of the Association shall be held at the principal office of the Association or at such other suitable place as may be designated by the Board of Directors either in the community of Fairfield or as convenient to the Members as possible and practical.

Section 2. Annual Meetings. The annual meeting of the Association shall be held in the month of May of each year, on a date and at a time designated by the Board of Directors.

Section 3. Special Meetings. The President may call special meetings. In addition, it shall be the duty of the President to call a special meeting of the Association if so directed by resolution of a majority of a quorum of the Board of Directors or upon a petition signed by Members representing

at least twenty (20%) percent of the total votes of the Association. The notice of any special meeting shall state the date, time, and place of such meeting and the purpose thereof. No business shall be transacted at a special meeting except as stated in the notice.

Section 4. Notice of Meetings. It shall be the duty of the Secretary to send to each Member written notice of each annual or special meeting of the Association stating the purpose of the meeting, as well as the time and place where it is to be held. Such notice may be delivered personally, by mail, by facsimile, and to the extent expressly authorized by statute, by electronic message. If a Member desires that notice be given at an address other than the Lot, the Member shall provide the alternative address for the purpose of receiving notice in writing to the Secretary. Notice by facsimile must be sent to the facsimile number provided to the Association in writing by that Member. Notice shall be served not less than ten (10) nor more than thirty (30) days before a meeting. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail, first class postage pre-paid, addressed to the Member. If faxed, the notice shall be deemed to be delivered as of the date and time shown on a written confirmation that the facsimile was successfully transmitted. If sent by electronic message, the notice shall be deemed to be delivered as provided by applicable statute. The Board of Directors may use any other means to deliver a notice of a meeting that may become available with advancements in technology, provided that notice by such means is authorized by statute.

Section 5. Waiver of Notice. Waiver of notice of meeting of the Members shall be deemed the equivalent of proper notice. Any Member may, in writing, waive notice of any meeting of the Members, either before or after such meeting. Attendance at a meeting by a Member, whether in person or by proxy, shall be deemed waiver by such Member of notice of the time, date, and place thereof, unless such Member specifically objects to lack of proper notice at the time the meeting is called to order. Attendance at a special meeting shall also be deemed waiver of notice of all business transacted at such meeting unless objection to the calling or convening of the meeting is raised before the business (of which proper notice was not given) is put to a vote.

Section 6. Adjournment of Meetings. If any meeting of the Association cannot be held because a quorum is not present, either in person or by proxy, the presiding officer may adjourn the meeting and reconvene at a time not less than five (5) days and not more than thirty (30) days from the time the original meeting was called. If a time and place for reconvening the meeting is not fixed by those in attendance at such an adjourned meeting, or if for any reason a new date is fixed for reconvening the meeting after adjournment, notice of the time and place for reconvening the meeting shall be given to Members in the manner prescribed herein for a first called meeting. At such reconvened meeting, whether or not a quorum is present, any business which might have been transacted at the meeting originally called may be transacted without further notice provided that (a) at least five percent (5%) of the total votes of the Members as of the date of the meeting is present in person and/or by proxy; and, (ii) any action taken shall be approved by at least a majority of all of the Members present, in person and/or by proxy, at such reconvened meeting.

Section 7. Voting. All Members shall be entitled to one (1) vote for each Lot in which they hold an ownership interest of record on all issues to be voted upon by the Members. When more than one (1) person holds an ownership interest in a Lot, the vote for such Lot shall be exercised as those Owners determine, but in no event shall more than one (1) vote be cast for each Lot. Such Owners shall appoint one of them as the Member who shall be entitled to exercise the vote for such Lot at any meeting of the Members. Such designation shall be made in writing to the Board of Directors and shall be revocable at any time by written notice to the Board. In the event that more than one (1) person holds an ownership interest in a Lot and no single Member is designated to vote on behalf of the Members having ownership interests in the Lot, then the first Member exercising the vote for such Lot shall be deemed to be designated to vote on behalf of all

Members having ownership interests in the Lot. All Members shall have the right to vote in the election of Directors and on any matter concerning the rights or responsibilities of Members. Members may vote in person, by proxy, by absentee ballot, or by electronic ballot.

Section 8. Proxies. All proxies shall be in writing and filed with the Secretary before the appointed time of each meeting. Every proxy shall be revocable and shall automatically cease upon (i) conveyance by the Member of the Member's interest in a Lot; (ii) receipt of notice by the Secretary of the death or judicially declared incompetence of a Member; (iii) receipt of written revocation; or, (iv) expiration of eleven (11) months from the day of the proxy. In the event a Member executes more than one (1) proxy, the proxy with the most current date shall be valid. Proxies not delivered prior to the start of any meeting shall not be valid.

Section 9. Majority of Members. As used in these Bylaws, the term "majority of Members" shall mean those votes, Members, or any other group, as the context may indicate, totaling more than fifty percent (50%) of the total number of votes.

Section 10. Quorum. Except as otherwise provided in these Bylaws, the presence in person or by proxy of more than ten percent (10%) of the total votes of the Members as of the time of the meeting shall constitute a quorum at all meetings of the Association.

Section 11. Conduct of Meetings. The President shall preside over all meetings of the Association and the Secretary, or another person designated by the Secretary, shall keep the minutes of the meeting and record in a minute book all resolutions adopted at the meeting, as well as a record of all transactions occurring at the meeting.

Section 12. Action Without a Meeting. To the extent allowed by applicable law, any action which may be taken or is required to be taken at a meeting of the Association may be taken without a meeting if written consent is signed by Members holding the number of votes necessary to approve the action at a meeting. The written consent must (a) set forth the action to be taken and (b) be executed by the required number of Members as of the effective date set forth in the written consent. Any written consent adopted in accordance with this section shall have the same force and effect as a unanimous vote of the Members.

Article III

Board of Directors: Number, Powers, Meetings

Section 1. Governing Body: Composition. The affairs of the Association shall be governed by a Board of Directors. Once the Association has Members, not more than one (1) representative of a particular corporation or other entity that is a Member may serve on the Board at any given time. Once the Association has Members, a Member is not eligible to serve on the Board of Directors if the Member has been convicted of a felony or crime involving moral turpitude and there is written, documented evidence of such a conviction from a database or other record maintained by a governmental law enforcement authority.

Section 2. Directors Qualifications. Once the Association has Members, all Directors must be Members of the Association.

Section 3. Number of Directors. The Association shall be governed by a Board of Directors consisting of five (5) persons. The number of positions on the Board of Directors may be increased to a maximum of seven (7) or subsequently decreased upon a vote of not less than

seventy-five percent (75%) of the Directors then holding office at a meeting of the Directors duly called and held. Provided that, the number of positions on the Board of Directors shall never be less than five (5) and no reduction in the number of positions on the Board of Directors shall shorten the term of any incumbent Director.

Section 4. Terms of Initial Directors. The terms of the Directors of the Association identified in the Certificate of Formation shall be as follows:

- a. Tami Ehler - the initial term of this position shall expire as of the conclusion of the annual meeting of the Members held in 2014;
- b. John White and Louis Iselin - the initial term of each of these positions shall expire as of the conclusion of the annual meeting of the Members held in 2015;
- c. Ed Hofer and Jan Bertoli - the initial term of each of these positions shall expire as of the conclusion of the annual meeting of the Members held in 2016.

Section 5. Candidates for Election to the Board. All Members have the right to run for a position on the Board of Directors. Each year, beginning in 2014, at least sixty (60) days prior to the date of the annual meeting of the Members, the Association shall send notice to all Members of the number of positions on the Board to be filled by election at the upcoming annual meeting and the right of all Members to run for a position on the Board. The notice shall specify a date by which a Member must submit his/her name as a candidate for election to the Board, together with biographical information. The Association must be notified by the Member who desires to run for a position on the Board, not another Member, to confirm the Member's desire to run for election and to serve on the Board. All Members who notify the Association by the stipulated deadline shall be candidates whose names and biographical information shall be included in the notice of annual meeting sent to all Members. A Member who does not submit his/her name by the deadline set forth in the Association's notice may thereafter notify the Association of his/her desire to run for election to the Board and, in that event, the Member shall be a candidate for election to the Board. However, the Association shall not be obligated to send a supplemental notice to all Members advising of the names and biographical information of any candidates who submit their names and biographical information after the deadline in the Association's notice. Provided that, if any notice is thereafter sent or published by the Association which includes a list of candidates for election to the Board, the list shall include the names of all candidates. Nominations for election to the Board shall not be made by a nominating or other committee of the Association. A Member may notify the Association of the Member's desire to run for election to the Board of Directors at any time prior to the date that voting in the election ceases. Nomination for election to the Board shall not be permitted from the floor at the annual meeting.

Section 6. Election and Term of Office. With respect to all positions on the Board of Directors to be filled by the vote of the Members, the candidates receiving the highest number of votes shall be elected to fill such positions. At each annual meeting, beginning in 2014, Members shall elect persons to fill the number of positions on the Board whose terms expire as of the annual meeting, each to serve a term of three (3) years. If the number of positions on the Board is increased, the initial terms of the new positions shall be such that the staggering of the terms of the Directors is preserved.

Section 7. Removal of Directors. Any Director elected by the Members or appointed to serve on the Board may be removed from the Board, with cause, by the affirmative vote of a majority of the total number of votes of the Members present and voting at a special meeting called for that purpose or at an annual meeting at which a quorum is present. The provisions of Article II,

Section 6, which reduce the quorum requirement for an adjourned meeting, shall not be applicable to an adjourned meeting originally called for the purpose of considering the removal of a Director. "Cause", as it relates to a basis for the removal of a Director, means a failure to comply with a material provision in the governing documents of the Association after notice and a demand for compliance from the Association; the determination of non-compliance with a material provision in the governing documents of the Association and the decision to send a notice and demand for compliance must be approved by not less than a majority of the remaining Directors. In the event of the removal of a Director, a successor for the removed Director shall be elected by a majority vote of the Members voting at the meeting at which the Director was removed. A Director whose removal is proposed shall be given at least ten (10) days written notice of the call of the meeting and the purpose of the meeting; the Director whose removal is proposed shall be given the opportunity to be heard at the meeting. Provided that, if the Board is presented with written documented evidence from a database or other record maintained by a governmental law enforcement authority that a Board member has been convicted of a felony or crime involving moral turpitude, the Board member is immediately ineligible to serve on the Board and shall, therefore, be immediately removed. Any Director may be removed by a vote of a majority of the remaining Directors as the result of the Director's failure, without just cause, to attend three (3) consecutive, regularly scheduled meetings of the Board of Directors. "Just cause" means any event that, in the reasonable, good faith judgment of the Board, prevents a Director from attending a meeting and includes, without limitation, death or serious injury to a member of the Director's family or other person with whom the Director has a long-term relationship, a mental or physical ailment or impairment that prevents the Director from attending a meeting, and any mandatory business engagement related to the Director's livelihood and/or employment. Vacancies on the Board caused by reasons other than removal by a vote of the Member shall be filled by the remaining Directors. A Director elected or appointed to fill a vacancy on the Board shall serve the unexpired term of his predecessor.

Section 8. Voting Procedure for Directors. The election of the Board of Directors shall be conducted at the annual meeting of the Association. At such election, the Members or their proxies may cast, with respect to each vacancy, as many votes as they are entitled to exercise under the provisions of these Bylaws. Voting for Directors shall be by written ballot unless there is only one (1) candidate for a position on the Board, in which event the candidate may be elected by acclamation.

Section 9. Recount of Votes. Any Member may request a recount of the votes of an election. A request for a recount must be submitted not later than the 15th day after the date of the meeting at which the election was held. A demand for a recount must be submitted in writing either:

- a. by certified mail, return receipt requested or by delivery by the U.S. Postal Service with signature confirmation service to the Association's mailing address as reflected on the last recorded management certificate; or
- b. In person to the Association's managing agent as reflected on the last recorded management certificate or to the address to which absentee ballots and proxy ballots were mailed.

Upon the receipt of a timely request for a recount, the Association shall, at the expense of the Member requesting the recount, retain the services of a qualified person to perform the recount. The Association shall enter into a contract for the services of a person who is not a Member of the Association or related to a member of the Board of Directors of the Association within the third degree by blood or marriage and is a:

- a. current or former county judge;
- b. current or former county elections administrator;
- c. current or former justice of the peace;
- d. current or former county voter registrar; or
- e. person agreed on by the Association and the Member requesting the recount.

A recount must be performed on or before the 30th day after the date of receipt of the request and payment for the recount. If the recount changes the results of the election, the Association shall reimburse the Member for the cost of the recount. Any action taken by the Board in the period between the initial election vote tally and the completion of the recount is not affected by the recount.

Section 10. Regular Meeting. Regular meetings of the Board of Directors may be held at such time, date, and place as shall be determined from time to time by a majority of the Directors, but at least four (4) such meetings shall be held during each fiscal year with at least one (1) per quarter. Notice of each regular meeting shall be given to all Members as required by law. The Board of Directors may participate in and hold a regular or special meeting by means of:

- (a) conference telephone or similar communication equipment by which all persons participating in the meeting can hear each other; or
- (b) another suitable electronic communications system, including video conferencing technology or the Internet, only if:
 - i. each Director entitled to participate in the meeting consents to the meeting being held by means of that system; and
 - ii. the system provides access to the meeting in a manner or using a method by which each Director participating in the meeting can communicate concurrently with each other participant.

Participation in a meeting by conference telephone or similar communication or video conferencing technology or the Internet shall constitute presence in person at such meeting except where a Director participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened. Provided that, without prior notice to the Members, the Board may take action only on routine and administrative matters or a reasonably unforeseen emergency or urgent necessity that required immediate Board action. Any action taken without notice to the Members must be summarized orally, including an explanation of any known actual or estimated expenditures approved at the meeting, and documented in the minutes of the next regular or special Board meeting. Provided further that, the Board may not take action without prior notice to the Members on any matter prohibited by law to be taken without prior notice to the Members.

Section 11. Special Meeting. Special meetings of the Board of Directors shall be held when called by the President of the Association or (a) if there are five (5) positions on the Board, by any two (2) Directors and (b) if there are more than five (5) positions on the Board, by any three (3) Directors. The notice shall specify the date, time, and place of the meeting and the nature of any special business to be considered. The notice shall be given to each Director by anyone of the following methods: (a) by personal delivery; (b) written notice by first class mail, postage prepaid; (c) by facsimile, or (d) if authorized by statute, by email. All such notices shall be given or sent to the

Section 16. Conduct of Meetings. A chairperson shall preside over all meetings of the Board of Directors and the Secretary shall keep a minute book of the Board of Directors, recording therein all resolutions adopted by the Board of Directors and a record of all transactions and proceedings occurring at such meetings.

Section 17. Open Meetings. All meetings of the Board of Directors shall be open to all Members, but Members other than Directors may not participate in any discussion or deliberation unless expressly so authorized by a majority of a quorum of the Board of Directors. Provided that, if a Member unreasonably disrupts a meeting of the Board of Directors or repeatedly interrupts the discussion between Directors, the Board of Directors shall have the authority, after an initial warning, to cause that Member to be removed from the meeting.

Section 18. Executive Session. The Board of Directors may adjourn a regular or special meeting and reconvene in a closed executive session to consider actions involving personnel, pending or threatened litigation, contract negotiations, enforcement actions, confidential communications with the Association's attorney, matters involving the invasion of privacy of individual Members, and matters that are to remain confidential by request of the affected parties and agreement of the Board. Following an executive session, any decision made in executive session shall be summarized orally and placed in the minutes, in general terms, without breaching the privacy of individual Members, violating any privilege, or disclosing any information that was to remain confidential at the request of the affected parties. The oral summary must include a general explanation of expenditures approved in executive session.

Section 19. Action Without a Formal Meeting. Any routine or administrative matter or matter involving a reasonably unforeseen emergency may be taken without a meeting if a written consent, stating the action to be taken, is signed by the number of Directors necessary to take that action at a meeting at which all of the Directors are present and voting. The consent must state the date of each Director's signature. Any such action must be summarized orally including an explanation of any known actual or estimated expenditures approved, and documented in the minutes of the next regular or special Board meeting.

Section 20. Powers. The Board of Directors shall be responsible for the affairs of the Association and shall have all of the powers and duties necessary for the administration of the Association's affairs and, as provided by law, may do all acts and things as are not by the Declaration of Covenants, Conditions and Restrictions applicable to any residential subdivision under the Association's jurisdiction, the Association's Certificate of Formation of the Association, or these Bylaws directed to be done and exercised exclusively by the Members.

The President shall have the authority to act on behalf of the Board of Directors on all matters relating to the duties of any managing agent or manager, if any, which might arise between meetings of the Board of Directors.

In addition to the duties imposed by these Bylaws or by any resolution of the Association that may hereafter be adopted, the Board of Directors shall have the power to, and shall be responsible for, the following (by way of explanation, but not limitation):

(a) Preparing and adopting an annual budget, in which there shall be established the contribution of each Member to the common expenses;

(b) Levying assessments to defray the common expenses, establishing the means and methods of collecting such assessments, and establishing the period of the installment

payments, if any, of the annual assessment. Unless otherwise determined by the Board of Directors, the annual assessment shall be collected annually in advance.

(c) Providing for the operation, care, upkeep, and maintenance of all of the Common Areas.

(d) Designating, hiring, and dismissing the personnel necessary for the maintenance, operation, repair, and replacement of the Association, its property, and the Common Areas and, where appropriate, providing for the compensation of such personnel and for the purchase of equipment, supplies, and material to be used by such personnel in the performance of their duties.

(e) Collecting the assessments, depositing the proceeds thereof in a bank depository, which it shall approve, and using the proceeds to administer the Association.

(f) Making and amending rules and regulations for the Association.

(g) Opening bank accounts on behalf of the Association and designating the signatories required.

(h) Making, or contracting for the making of, repairs, additions, and improvements to, or alterations of the Common Area after damage or destruction by fire or other casualty.

(i) Enforcing, by legal means, the provisions of the Declaration of Covenants, Conditions and Restrictions applicable to each residential subdivision under the jurisdiction of the Association, these Bylaws, and the rules and regulations adopted by it, and bringing any proceedings, which may be instituted on behalf of or against the Members concerning the Association.

(j) Obtaining and carrying insurance against casualties and liabilities, including directors' and officers' liability insurance, and paying the premium cost thereof.

(k) Paying the cost of all services rendered to the Association or its Members and not directly chargeable to Members.

(l) Keeping books with detailed accounts of the receipts and expenditures affecting the Association and its administration, specifying the maintenance and repair expenses and any other expenses incurred. All books and records shall be kept in accordance with generally accepted accounting practices, and shall be available as required by Texas law.

(m) Providing, upon request, information to Members, mortgagees and prospective purchasers of Lots concerning, by way of example and not in limitation, the status of the Association, the status of payment of assessments and related charges on a Lot and the status of compliance with the provisions of the Declaration of Covenants, Conditions and Restrictions applicable to each residential subdivision under the jurisdiction of the Association, and charging a reasonable fee sufficient to cover the expense associated with providing such information.

(n) Charging a reasonable fee sufficient to cover the expense associated with changing the records of the Association upon the transfer of title to a Lot.

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(o) Adopting policies and procedures deemed necessary and appropriate for the administration of the Association and the conduct of the Directors and officers of the Association, the employees of the Association, if any, and persons serving on behalf of the Association in volunteer capacities.

Section 21. Management Agent.

(a) The Board of Directors may employ for the Association a professional management agent or agents, or manager, at a compensation rate established by the Board of Directors, to perform such duties and services, as the Board of Directors shall authorize. The Board of Directors may delegate to the managing agent or manager, subject to the Board's supervision, all of the powers granted to the Board of Directors by these Bylaws other than the powers set forth in Paragraphs (a), (b), (f), (g), and (l) of Section 20 of this Article.

(b) If a managing agent or manager is hired, the following management standards of performance will be followed, unless the Board, by resolution, determines otherwise:

(i) Two (2) or more persons shall be responsible for handling cash, or its equivalent, in order to maintain adequate financial control procedures;

(ii) Cash accounts of the Association shall not be commingled with any other accounts;

(iii) No remuneration shall be accepted by the manager or managing agent from vendors, independent contractors, or others providing goods or services to the Association, whether in the form of commissions, finder's fees, service fees, prizes, gifts, or otherwise;

(iv) Any financial or other interest which the managing agent or manager may have in any firm providing goods or services to the Association shall be disclosed promptly to the Board of Directors; and

(v) A quarterly or more frequent financial report, as may be determined by the Board, shall be prepared for the Association containing:

- (1) an income statement reflecting all income and expense activity for the preceding three (3) months;
- (2) an account activity statement reflecting all receipt and disbursement activity for the preceding three (3) months;
- (3) a budget comparison report reflecting the status of all income and expense accounts in an "actual" versus "projected" budget format;
- (4) a balance sheet reflecting account balances as of the end of the previous three (3) months (this balance sheet shall include an aged receivables report or other report deemed appropriate by the Treasurer);
- (5) a balance sheet as of the last day of the Association's fiscal year and an operating statement for said fiscal year which shall be distributed within ninety (90) days after the close of any fiscal year to the Board;
- (6) a budget report reflecting any actual or pending obligations which are in excess of budgeted amounts by an amount exceeding the

operating reserves of ten percent (10%) of a major budget category (as distinct from a specific line item in an expanded chart of accounts); and

- (7) a delinquency report listing all Members who have been delinquent during the preceding three (3) month period in paying the assessments and who remain delinquent at the time of report, and describing the status of any action to collect such assessments which remain delinquent.

Article IV

Officers

Section 1. Officers. The officers of the Association shall be the President, a Vice-President, a Secretary, and a Treasurer. The Board of Directors may select, appoint and/or remove such other officers, as it shall deem appropriate, such officers to have the authority and to perform the duties prescribed from time to time by the Board of Directors.

Section 2. Election Term of Office and Vacancies. The officers of the Association shall be elected annually from within and by the Board of Directors at the first meeting of the Board of Directors held after the annual meeting of the Members. A vacancy in any office arising because of death, resignation, removal, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 3. Removal. Any officer may be removed by a majority vote of the Board of Directors, at a duly called meeting of the Board, at which a quorum is present, whenever in its judgment the best interests of the Association will be served thereby.

Section 4. Powers and Duties. The officers of the Association shall each have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as may from time to time be specifically conferred or imposed by the Board of Directors. The Chief Executive Officer of the Association shall be the President. The Treasurer shall have primary responsibility for the preparation of the budget, as provided for in the Declaration, and, with the approval of the Board of Directors, may delegate all or part of the preparation and notification duties to a finance committee, or a management agent.

Section 5. Resignation. Any officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary. Such resignation shall take effect on the date of the receipt 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. Agreements, Contracts, Deeds, Leases, Etc. All agreements, contracts, deeds, leases, and other instruments of the Association shall be executed by at least one (1) officer or by such other person or persons as may be designated by resolution of the Board of Directors.

Section 7. Checks. All checks shall be signed by at least two (2) officers or Directors or by such other person or persons as to be designated by the Board of Directors. The Board of Directors may authorize that checks for less than \$5,000.00 may only require the signature of one (1) officer or director.

Section 8. Compensation. No officer shall receive any compensation from the Association for acting in such capacity.

Article V
Committees

Committees are hereby authorized to perform such tasks and to serve for such periods as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Such committees shall perform such duties and have such powers as may be provided in the resolution creating same. Each committee shall be composed and shall operate in accordance with the terms of the resolution of the Board of Directors designating the committee or with rules adopted by the Board of Directors.

Article VI
Miscellaneous

Section 1. Fiscal Year. The fiscal year of the Association shall be set by resolution of the Board of Directors.

Section 2. Parliamentary Rules. Robert's Rules of Order (current edition) shall govern the conduct of Association proceedings when not in conflict with Texas law, the Certificate of Formation, or these Bylaws.

Section 3. Conflicts. If there are conflicts or inconsistencies among the provisions of Texas law, a Declaration of Covenants, Conditions and Restrictions applicable to a residential subdivision under the jurisdiction of the Association, the Certificate of Formation, these Bylaws, and/or any rules and regulations of the Association, the provisions of Texas law, the Declaration, the Certificate of Formation, the Bylaws, and the rules and regulations of the Association (in that order) shall prevail.

Section 4. Books and Records. Books and records of the Association shall be retained by the Association in accordance with the Association's Document Retention Policy. Each Member or Member's designated representative shall have a right to either inspect the requested books and records before obtaining copies or to have the Association forward copies of the requested books and records in accordance with the Association's recorded Records Production and Copying Policy. Provided that, this provision shall not require the Association to release or allow inspection of books and records that are not required by law to be released or inspected, as set forth in the Association's recorded Records Production and Copying Policy. Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of the Association. The right of inspection by a Director includes the right to make extra copies of documents at the reasonable expense of the Association; provided that, the Association shall not be obligated to bear the expense of providing more than one (1) copy of any document to a Director.

Section 5. Audit. An audit of the accounts of the Association shall be performed annually by a qualified, independent certified public accountant. Each annual audit shall be in accordance with generally accepted auditing standards to obtain reasonable assurance that the Association's financial statements are free of material misstatements, to assess accounting principles used, and to evaluate the overall financial statement presentation. A more comprehensive audit may be performed in any given year as deemed necessary or appropriate by the Board.

Section 6. Indemnification. The Association shall indemnify a director, officer or committee member who was, is or is threatened to be named as a defendant or respondent in a proceeding

to the extent indemnification is consistent with the Texas Business Organizations Code, as it now exists or may hereafter be amended.

Section 7. Amendment. So long as the Association has no Members, these Bylaws may be amended by a majority vote of the Board of Directors at a meeting duly called and held. When the Association has Members, these Bylaws may be amended only by the affirmative vote of a majority of the Members present, in person or by proxy, and voting at a meeting of the Members at which a quorum is present. Notice of a proposed Bylaws amendment must be included in the notice of meeting. However, the percentage of voting power necessary to amend a specific provision shall not be less than the prescribed percentage of affirmative votes required for action to be taken under that provision.

The undersigned, being all of the Directors of Fairfield Central Neighborhood Association, Inc., hereby approve the "Bylaws of Fairfield Central Neighborhood Association, Inc."

FAIRFIELD CENTRAL NEIGHBORHOOD
ASSOCIATION, INC.

Date: January 10, 2013

Jan Bertoli
Jan Bertoli

Date: 1-10-13

Tami Ehler
Tami Ehler

Date: January 10, 2013

Edward A. Hofer
Ed Hofer

Date: January 10, 2013

Louis Isell
Louis Isell

Date: January 10, 2013

John White
John White

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e-Filed & e-Recorded in the

Official Public Records of

HARRIS COUNTY

STAN STANART

COUNTY CLERK

Fees 188.00

RECORDERS MEMORANDUM

This instrument was received and recorded electronically and any blackouts, additions or changes were present at the time the instrument was filed and recorded.

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.



Stan Stanart

COUNTY CLERK
HARRIS COUNTY, TEXAS