

BY-LAWS OF ROLLING OAKS COMMUNITY IMPROVEMENT ASSOCIATION

Article One

Organization

The name of this organization shall be Rolling Oaks Community Improvement Association. The Association shall have a seal which shall be in circular form having within its circumference the words "ROLLING OAKS COMMUNITY IMPROVEMENT ASSOCIATION". The Association may at its pleasure by a majority of the votes of a quorum of voters present at the annual membership meeting change its name.

Article Two

Purposes

I. The purposes for which this Association has been organized are to provide for the maintenance, preservation and architectural control of the residence lots and common areas of the Rolling Oaks Subdivision in Grimes and Montgomery Counties, according to the map or plat of Rolling Oaks, filed for record in the office of the Country clerk of Grimes County, Texas, on January 14, 1980, and recorded in Vol. 391, Page 618 of the Map Records of Grimes, County, Texas, and to promote the health, safety, and welfare of the residents therein; and any additions thereto as may hereafter be brought within the jurisdiction of this organization.

Towards these purposes the Association will:

a) Exercise all of the powers and privileges to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of the Country Clerk of Grimes County, Texas and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declarations; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

c) Own, hold, improve, build upon, operate and maintain, real or personal property in connections with the affairs of the Association; d) Acquire, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property in connection with the affairs of the Association. No such action affecting real property shall be effective unless an instrument has been signed by members having two-thirds (2/3) of the votes of the entire membership agreeing to such action. Actions under this provision affecting personal property shall be effective only by majority vote of quorum of voters present at the annual membership meeting;

d) Acquire, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property in connection with the affairs of the Association. No such action affecting real property shall be effective unless an instrument has been signed by members having two-thirds (2/3) of the votes of the entire membership agreeing to such action. Actions under this provision affecting personal property shall be effective only by majority vote of quorum of voters present at the annual membership meeting;

e) With the assent of two-thirds (2/3) of the votes of the entire membership; mortgage, pledge deed in trust, or hypothecate any, or all of the Association's real or personal property as security for money borrowed or debts incurred. Such assent to be given by a written instrument as the annual membership meeting with due notice given for such action;

f) Dedicate, sell or transfer all or any part of the Common Area to the public agency, authority, or utility for such purposes and subject to such conditions as many be agreed to by the members. No such dedications or transfer shall be effective unless instrument has been signed by members having fifty-one (51%) percent of the votes of the entire membership, agreeing to such dedication, sale or transfer;

g) Have and to exercise any and all powers, rights and privileges which a corporation organized under

Article Three

Membership

I. Every person or entity who is a record owner of a fee or undivided fee interest in any Tract of at least one (1) acre which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and not be separated from ownership of any Tract which is subject to assessment by the Association. Members shall have one (1) vote for each full acre in any tract. However, members shall not be entitled to partial votes for partial acres owned. Where more than one person holds an interest in any Trace, all such persons shall be members. The vote for such tract shall be exercised as they determine, but in no event shall more than one (1) vote per full acre contained within such Tract be cast with respect to any tract. In no event shall partial votes be cast.

Article Four

Meetings

I. The latest edition of "Robert's Rules of Order" shall be used as the prevailing reference in the conduct of all meetings held within the Association.

II. All meetings of this Association shall be held at the Rolling Oaks Community Park or other location within five (5) mile of Rolling Oaks as may be selected by the Board of Directors.

III. The presence in person or by proxy of members holding not less than twenty (20%) percent of the total votes of the membership shall constitute a quorum and shall be necessary to conduct the business of this Association; but a lesser number may adjourn the meeting for a period of not more than two (2) weeks from the date scheduled by these By-Laws and the Secretary-Treasurer shall cause a notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called. A quorum as hereinbefore set forth shall be required at any adjourned meeting.

IV. The annual membership meeting of the Association shall be held on the 15th day of June of each and every year, except if such day presents a reasonable conflict; then and in that event the Board of Directors shall fix the day, but the date shall not be more than two (2) weeks previous to or one (1) week subsequent from the date fixed by these By-Laws. The Secretary-Treasurer shall cause to be mailed to every member at his address as it appears in the membership roll of this Association, a notice stating the time and place of such annual membership meeting. The notice shall be mailed at least thirty (30) days, but not more than forty-five (45) days prior to the scheduled date of each annual meeting.

V. Special meetings of the Association may be called either at the request of three (3) elected members of the Board of Directors, or members holding not less than (20%) percent of the total votes of membership of this Association. The request must be in writing, stating the reasons such special meeting is required, and be received by the Secretary-Treasurer at least forty-five (45) days prior to the requested special meeting to be called upon due receipt. The President shall then cause a special meeting to be called. The Secretary-Treasurer shall mail the membership roll of this Association at least thirty (30) days, but not more than forty five (45) days prior to the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting, and by whom called. No other business but that specified in the notice shall be transacted at such a Special meeting.

IV. The minutes of Annual/Special Meetings shall be mailed to all members within two (2) weeks following the Annual/Special meeting. A committee of five (5) members (excluding Board Members) shall be appointed at the Annual/Special meeting for the purpose of endorsing the meeting minutes prior to mailing to the membership. This will allow implementation of actions subject to the formal approval of the minutes by the membership at the next regular Annual Meeting.

ARTICLE FIVE

VOTING

I. At all meetings, except for the election of directors, all votes shall be viva voice, except that for election of directors ballots must be provided.

II. At any regular or special meeting if a majority so requires any question may be voted upon in the manner and style provided for election of directors.

III. At all votes by ballot the chairman of such meeting shall immediately prior to the commencement of balloting appoint a committee of three who shall act as "Inspectors of Election" and who shall at the conclusion of such balloting, certify in writing to the Chairman the results and the certified copy shall be physically affixed in the minute book to the minutes of the meeting. a) No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon.

ARTICLE SIX

ORDER OF BUSINESS

01) Roll Call

02) Reading and approval of minutes of the preceding meeting.

03) Reports of committees'

04) Reports of officers

05) Special orders (includes election of Board Members/Officers).

06) Unfinished business and general orders.

07) New business and approval of Board actions for the ensuing year of office.

08) Budget approval for the ensuing year.

09) Good and welfare

10) Adjournments

ARTICLE SEVEN
BOARD OF DIRECTORS

I. The business of this Association shall be managed by a Board of Directors consisting of five (5) members. All directors, at the time of their election and continuing, must be members of the Association. At least three (3) of the directors elected shall be residents of Rolling oaks and citizens of the United States.

II The Directors to be chosen shall be elected at the annual membership meeting of the Association. Beginning with 2005, three (3) Directors shall be elected for two (2) year terms and two (2) directors shall be elected for a one (1) year term and the other serving for a one (1) year term. In subsequent years, each expiring position will be filled for a term of two (2) years.

III Such Board of Directors shall only act in the name of the Association when it shall be regularly convened by its Chairman after due notice to all directors of such meeting.

IV. Four (4) of the elected members of the Board of Directors shall constitute a quorum, and the meetings of the Board of Directors shall be held at such times as directed by a majority of the members at the annual membership meeting, or as the Board of Directors may deem necessary.

V. Each Director shall have one (1) vote, and such vote may not be cast by proxy.

VI. The Board of Directors meeting shall be open to all Association members. Only the elected board members shall vote on any question tabled at such board meetings. The official minutes of all Board Meetings shall be distributed to all Association members within two (2) weeks subsequent to such meetings.

VII. The Board of Directors shall hold their first meeting within one (1) week subsequent to the annual membership meeting and shall conduct meeting thereafter at maximum for (4) month intervals.

VIII. Vacancies in the Board of Directors shall be filled for the balance of the election year by that candidate receiving the next successively higher number of votes in the previous annual election of Board members, and who is agreeable to serve.

IX. A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. A Director may be represented by counsel upon any removal hearing. The removal of an elected Board Member must be ratified in writing by twenty (20%) percent of the voting membership.

X. The Board of Directors will elect the officers of the Association. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of members.

ARTICLE EIGHT
OFFICERS

I. The officers of the Association shall be as follows

a. President

b. Vice-President

c. Secretary-Treasurer

d. Alternate Secretary-Treasurer

II. The President by virtue of his office be Chairman of the Board of Directors

a. The President shall preside at all membership meetings.

b. The President must be an elected member of the Board of Directors

c. He shall present at each annual meeting of the Association an annual report of the work of the Association.

d. He shall appoint all committees, temporary or permanent, except the Building Committee and the Nominating Committee.

e. He shall see that all books, reports and certificates as required by law are properly kept or filed; and with the Secretary-Treasurer, shall be responsible for the turnover of all documentation, files, records, books, etc., to the newly elected Board at each annual election.

f. He shall be one of the officers to sign the checks or drafts of the Association.

g. He shall have such powers as may be reasonably construed as belonging to the presiding officer or any similar Association organized for similar purposes.

III. The Vice-President shall in the event of the absence or inability of the President to exercise his office become acting president of the Association with all the rights, privileges and powers as if he had been the duly elected president. a. The Vice-President must be an elected member of the board of directors.

IV. The Secretary-Treasurer shall keep the minutes and records of the Association in appropriate books. a. The Secretary-Treasurer shall be an elected member of the Board of Directors.

b. It shall be his duty to file and certificate required by any statute, federal or state.

c. He shall give and serve all notices to members of this Association.

d. He shall be the official custodian of the records and seal of this Association.

e. He shall be one of the officers required to sign the checks and drafts of the Association.

f. He shall present to the membership at any meetings any communication addressed to his as Secretary-Treasurer of the Association.

g. He shall submit to the Board of Directors any communications which shall be addressed to his as Secretary-Treasurer of the Association.

h. He shall have the care and custody of all monies belonging to the Association and shall be solely responsible for such monies or securities of the Association.

i. He shall render at stated periods as the Board of Directors shall determine a written account of the finances of the Association and such report shall be physically affixed to the minutes of the Board of Directors at such meeting.

j. He shall attend to all correspondence of the Association and shall exercise all duties incident to the office of Secretary-Treasurer.

V. The Alternate Secretary-Treasurer shall in the absence of the Secretary-Treasurers or the inability of the secretary-Treasurer to exercise his office become acting Secretary-Treasurer with all the rights, privileges and powers as if he had been the duly elected Secretary-Treasurer.

a. The alternate secretary-Treasurer shall be an elected member of the Board of directors.

VI. No officer or director shall for reason of his office be entitled to receive any salary or compensation; but nothing herein shall be construed to prevent an Office or Director from receiving any compensation from the Association for services performed other than as an Officer or Director and the duties and responsibilities attached thereto. Compensation to any member of the Board of Directors must be included and approved in the annual budget.

ARTICLE NINE

COMMITTEES

- I. The Board of Directors shall also be known as the Building Committee in accordance with the Declaration.
- II. A Nominating Committee consisting of three (3) members shall be appointed and approved at each annual meeting for the purpose of nominating candidate for election to the Board for the ensuing election year. Should a member of the Nominating Committee become a candidate for office, a replacement member shall be appointed by the Board of Directors.

ARTICLE TEN

ANNUAL BUDGET & MAINTENANCE ASSESSMENT

- I. The Board of directors shall conduct a budget preparation meeting one (1) month prior to the scheduled annual meeting. This meeting will be solely devoted to the assembly of the proposed budget for the coming fiscal Year. Recommendations and/or suggestions from the membership regarding financial expenditures shall be submitted to the Board in writing at prior regular Board meetings as described in Article seven (7). The proposed budget will be submitted to the membership at the annual meeting for discussion and approval. Approval must be by an affirmative vote of the majority of votes of a quorum of voters present in person or by proxy at the annual membership meeting.
- II. Expenditures by the Board of Directors shall be limited to the amounts authorized in the approved annual budget.
- III. The Fiscal Year for accounting purposes shall be July 1 through June 30 of each calendar year.
- IV. The maintenance assessment of this Association shall be fixed each year as approved by the membership at the annual meeting and shall be payable on July 1, of that year. If the Association fails to set the maintenance assessment prior to July 1 in any year, the assessment shall then be the amount assessed in the previous fiscal year. In no case shall the annual maintenance assessment be greater than fifty (50) dollars per acre in any year unless agreed to by an affirmative vote of fifty-one (51%) percent of the entire membership

ARTICLE ELEVEN

AMENDMENTS

- I. These By-Laws may be amended, altered, or modified by addition or deletion by an affirmative vote of not less than a majority of the voters present in person or by proxy at the annual membership meeting, provided that due notice of such changes in detail is provided to the entire membership at least forty-five (45) days prior to the scheduled annual meeting.

ARTICLE TWELVE

BOOKS AND RECORDS

I. The books and records of the Association shall, at all times, during reasonable business hours, be subject to inspection by any member. The articles of Incorporation, By-Laws of the Association, and Declaration shall be available for inspection by any member at the principal office of the Association where copies may be purchased at a reasonable price.

ARTICLE THIRTEEN

CONFLICTS

I. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

December 8, 2018 Andrea Harbour President