

NOTICE  
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**CERTIFICATE OF SECRETARY  
of  
CHAMPION FOREST TWELVE HOMEOWNERS ASSOCIATION, INC.  
regarding  
AMENDED AND RESTATED BY-LAWS OF  
CHAMPION FOREST TWELVE HOMEOWNERS ASSOCIATION, INC.**

STATE OF TEXAS     §  
                                  §  
COUNTY OF HARRIS §

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The undersigned, being the duly elected, qualified and acting Secretary of Champion Forest Twelve Homeowners Association, Inc., a Texas non-profit corporation ("Association"), does hereby certify that at a meeting of the Board of Directors of the Association ("Board") duly called and held on the 08 day of OCTOBER, 2015, with at least a quorum of the Board members being present and remaining throughout, and being duly authorized to transact business, the By-Laws of the Association were amended and restated as set forth by the attached "Amended and Restated By-Laws of Champion Forest Twelve Homeowners Association, Inc." ("By-Laws") and were approved by a majority vote of the members of the Board.

TO CERTIFY WHICH WITNESS my hand on this 16 day of OCTOBER, 2015.

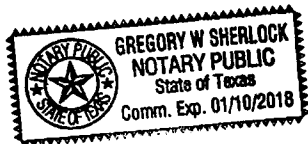
**CHAMPION FOREST TWELVE HOMEOWNERS  
ASSOCIATION, INC.**

By: [Signature]  
Printed: CARLOS P. KENDA

Its: Secretary

THE STATE OF TEXAS     §  
                                  §  
COUNTY OF HARRIS     §

This instrument was acknowledged before me on the 16<sup>th</sup> day of OCTOBER, 2015, by CARLOS P. KENDA, Secretary of Champion Forest Twelve Homeowners Association, Inc., for the consideration and in the capacities stated therein.



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

ER 075-28-0260

**AMENDED AND RESTATED BY-LAWS**  
*of*  
**CHAMPION FOREST TWELVE HOMEOWNERS ASSOCIATION, INC**  
**a Texas Non-Profit Corporation**

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Champion Forest Twelve Homeowners Association, Inc. ("Association"), is the association referred in the "Declaration of Covenants, Conditions and Restrictions, Champion Forest, Section 12, A Subdivision in Harris County, Texas" filed of record in the Official Public Records of Real Property of Harris County, Texas under County Clerk's File Number R374368 ("Declaration"). Terms used in these By-Laws shall have the same meanings given to them in the Declaration, unless otherwise specifically provided herein. In the event of any conflict between the terms and provisions of these By-Laws and the Declaration, the Declaration shall control.

**ARTICLE I**  
**OFFICES**

**Section 1.1. Principal Office.**

The principal office of the Association in the State of Texas shall be located in Harris County, Texas at such place as the Board of Directors may determine or as the affairs of the Association may require from time to time.

**Section 1.2. Other Offices.**

The Association may have such other offices, either within or without the County of Harris, State of Texas, as the Board of Directors may determine or as the affairs of the Association may require from time to time.

**ARTICLE II**  
**MEMBERS, MEETINGS AND VOTING RIGHTS**

**Section 2.1. Members.**

1. Each Owner of a Lot in the Property shall be a Member of the Association and such membership shall terminate automatically when such ownership ceases.
2. Upon the transfer of ownership of a Lot, the new Owner thereof shall, concurrently with such transfer, become a Member of the Association.
3. Members shall be entitled to one (1) vote for each Lot they own.
4. When more than one person holds an interest in any Lot, all such persons shall be Members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

**Section 2.2. Voting Rights.**

Subject to the foregoing limitations, each Member shall be entitled to one (1) vote per Lot owned on each matter submitted to a vote of the Members.

1. All Members of the Association may attend meetings of the Association and all voting Members may exercise their vote at such meetings either in person or by proxy. Fractional votes and split votes will not be permitted.
2. In the event that ownership interests in a Lot are owned by more than one Member of the Association, such Members shall appoint one (1) of them as the voting Member who shall be entitled to vote at any meeting of the Association. Such designation shall be made in writing to the Board of Directors and shall be revocable at any time by actual written notice to the Board.
3. Absentee/ Electronic Voting:
  1. An absentee or electronic ballot vote may be counted as an Owner present and voting for the purpose of establishing a quorum only for items appearing on the ballot;
  2. An absentee or electronic ballot vote may not be counted, even if properly delivered, if the Owner attends any meeting to vote in person, so that any

vote cast at a meeting by a property Owner supersedes any vote submitted by absentee or electronic ballot previously submitted for that proposal; and

3. An absentee or electronic ballot vote may not be counted on the final vote of a proposal if the motion was amended at the meeting to be different from the exact language on the absentee or electronic ballot. A nomination taken from the floor in a Board Member election is not considered an amendment to the proposal for the election.

The Board Secretary of the Association manages questions related to absentee and electronic voting and is the officer authorized to approve or dispense either.

**Section 2.3 Place of Meeting.**

The Board of Directors may designate any place within Harris County, Texas as the location for any meeting.

**Section 2.4. Annual Meetings.**

An annual meeting of the Association Members (Annual Meeting) shall be held during each year at such date, time and place as may be designated in writing by the Board of Directors. The purpose of the meeting is to elect Directors and to carry out Association business that is on the agenda or matters that may properly come before the meeting.

**Section 2.5. Special Meetings.**

Special meetings of the Members may be called at any time by the President, a majority of the Board of Directors, or Members representing not less than ten percent (10%) of the votes entitled to be cast in the Association.

**Section 2.6. Notice of Meetings.**

Written or printed notice stating the place, day, and hour of any meeting of Members shall be delivered either personally, by mail, or by facsimile to each Member entitled to vote at such meeting, not less than ten (10) nor more than sixty (60) days before the date of such meeting, by or at the direction of the President or the Secretary. 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 or her address as it appears on the records of the Association, with postage thereon prepaid. 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.

**Section 2.7. 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 2.8. 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.

**Section 2.9. Quorum.**

The Members holding ten percent (10%) of the total number of votes in the Association entitled to be cast shall constitute a quorum at any meeting of Members. If a quorum is not present at any meeting of Members, a majority of the Members present may adjourn and reconvene the meeting from time to time without further notice, until a quorum shall be present or represented. At such reconvened meetings, at which a quorum shall be present or represented by proxy, any business may be transacted as was set out in the notification of the original meeting. 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.

**Section 2.10. Proxies.**

At any Association meeting, a Member entitled to vote may vote by proxy executed in writing by that Member or by his duly authorized attorney-in-fact. Proxies shall be filed with the Secretary of the Association at or before the appointed time of each meeting of the Association. 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 2.11. Majority Vote.**

Except as otherwise provided by law, in the Declaration, Articles of Incorporation or in these By-Laws, all action to be taken or authorized by the Members shall be deemed validly taken or authorized upon the approval of a majority of the votes entitled to be cast by the Members present, or represented by proxy, at an Association meeting at which a quorum is present.

**Section 2.12. Cumulative Voting.**

At all meetings of the Association, cumulative voting shall not be permitted.

**Section 2.13. Record Date.**

The date of record for determining the Members entitled to vote at an Association meeting shall be the close of business on the day preceding the date of the meeting.

**ARTICLE III  
BOARD OF DIRECTORS**

**Section 3.1. Number, Qualification and Nomination.**

1. The Board of Directors shall consist of five (5) persons.
2. Qualifications to be a Director: Owner of a Lot, not convicted of a felony or crime involving moral turpitude within the past twenty (20) years.
3. Nomination for election to the Board shall be made by a the Nominating Committee, which shall consist of a Chairman who shall be a Member of the Board whose term is not expiring, and two (2) or more Members of the Association, who shall be appointed by the Board prior to each Annual Meeting.
4. Each Nominating Committee Member shall serve until his successor is appointed. The Nominating Committee shall make at least as many nominations for election to the Board as there are vacancies to be filled.
5. Nominations may be made from the floor at the Annual Meeting.

**Section 3.2. Election.**

1. The term of office rotation requires three (3) Directors to be elected in one (1) year and two (2) Directors to be elected in the next year.
2. Each Director shall serve a term of two (2) years.
3. At the Annual Meeting, the Members shall elect the number of Directors necessary to fill the positions of the Directors whose terms have expired.

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4. Members may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration and these By-Laws.
5. The nominees receiving the highest number of votes shall be elected.
6. All votes shall be cast by written or electronic ballot.
7. In the event there is only one (1) nomination for an open position, vote election will be made by acclamation.

**Section 3.3. Removal and Vacancies.**

1. A Director may be removed from the Board with or without cause, by an affirmative vote of Members representing a majority of the total number of votes in an Association Special Meeting called for such purpose. In such event, a successor for the removed Director shall be elected by the Members.
2. Any officer appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officers so removed.
3. A vacancy in any office, because of death, resignation, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

**Section 3.4. Meetings.**

1. A regular or special meeting of the Board of Directors may be called by or at the request of the President or any two (2) Directors. Except as otherwise provided, the person or persons authorized to call meetings of the Board may establish any place, within the County of Harris and State of Texas, as the place for holding any meeting of the Board.
2. A Board meeting may also be held by electronic or telephonic means provided that:
  - a. Each Director may hear and be heard by every other Director;
  - b. Except for any portion of the meeting conducted in executed session:
    - i. All Members in attendance at the meeting may hear all Directors; and
    - ii. Members are allowed to listen using any electronic or telephonic communication method used or expected to be used by a Director to participate; and
  - c. The notice of the meeting includes instructions for members to access any communication method required to be accessible.

**Section 3.5. Notice.**

1. Members shall be given notice of the date, hour, place, and general subject of a regular or special board meeting, including a general description of any matter to be brought up for deliberation in executive session.
2. This notice shall be provided at least three (3) and not more than thirty (30) days before the start of the meeting.
3. This notice will be posted on the Association's website ([championforestvillas.com](http://championforestvillas.com)). The meeting notice will also be distributed via e-mail to each Owner who has registered an e-mail address with the Association.
4. Notice of any special meeting of the Board of Directors shall be given to each Director at his address as shown by the records of the Association. Any Director may waive notice of any meeting before or after the meeting by a signed, written waiver.
5. 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. The business to be transacted at the meeting must be specified in the notice or waiver of notice of any special meeting.

**Section 3.6. Quorum: Manner of Acting.**

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. The acts approved by a majority of those present at a duly called meeting at which a quorum was present shall constitute the acts of the Board, unless the act of a greater number is required by law or by these By-Laws. The Directors may vote at any meeting

of Directors by proxy executed in writing.

**Section 3.7. Compensation.**

Directors shall not receive any compensation for their services, but shall be reimbursed for reasonable expenses incurred while serving in such capacity.

**Section 3.8. 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 3.9. Consent by Directors.**

1. Except as otherwise provided by law, the Directors shall have the right to take any action without a meeting which they could take at a meeting by obtaining the written approval of a majority of the Directors.
2. Each Director must given at least twenty-four (24) hours to express the Director's opinion to all other Directors and to vote.
3. Any actions so approved shall have the same effect as though taken at a meeting of the Directors.
4. Any action taken without notice to 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.

**Section 3.10. Powers and Duties.**

All of the powers, authority and duties of the Association existing under the Texas Business Organizations Code, Chapter 204 of the Texas Property Code, the Declaration and these By-Laws shall be exercised exclusively by the Board, its agents, contractors or employees, subject only to approval by Members when such is specifically required by law, the Declaration or these By-Laws.

**Section 3.11. Order of Business.**

1. At meetings of the Board of Directors, business shall be transacted in such order as from time to time the Board may determine.
2. Immediately following the Annual Meeting a Chairman shall be chosen by the Board from the Directors present to preside over Board meetings for the ensuing year.
3. The Secretary of the Association shall act as Secretary of the meetings of the Board of Directors, but in the absence of the Secretary, the presiding officer may appoint any person to act as Secretary of the meeting.

**Section 3.12. Presumption of Assent.**

A Director of the Association who is present at a meeting of the Board of Directors at which action on any matter is taken shall be presumed to have assented to the action unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Association immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

**ARTICLE IV**  
**OFFICERS**

**Section 4.1. Officers.**

The officers of the Association 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 such other 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.

**Section 4.2. Election and Term of Office.**

The officers of the Association shall be elected annually by the Board of Directors at the 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 is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold the office until his successor shall have been elected and shall have been qualified.

**Section 4.3. Removal.**

The Board of Directors may remove any officer, appointed representative or committee member when in its judgment the best interests of the Association would be better served thereby, but shall be without prejudice to the contract rights, if any, of the officer, representative or committee member so removed.

**Section 4.4. Vacancies.**

A vacancy in any office, because of death, resignation, removal, disqualification, or otherwise, may be filled by an appointment by the Board of Directors for the unexpired portion of the term.

**Section 4.5. President.**

The President shall be the principal executive officer of the Association and shall, in general, supervise and control all of the business and affairs of the Association. He shall preside at all meetings of the Members. He may sign, with the Secretary or any other proper officer of the Association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws or by statute to some other officer or agent of the Association; 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 4.6. Vice-President.**

In the absence of the President or in the event of his inability or refusal to act, the Vice-President(s) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions on 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. If more than one Vice-President is elected, the Board of Directors shall designate who is First Vice-President, who is the Second Vice-President, etc. The authority to act for the President, shall vest to the Vice-Presidents in the order of their numerical designation by the Board of Directors, or, if none, by the chronological order of their election as Vice-Presidents.

**Section 4.7. 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 charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for monies due and payable to the Association from any source whatsoever, and deposit all such monies in the name of the Association in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; and, in general, perform all the duties from time to time as may be assigned to him by the President or by the Board of Directors the authority and perform the duties prescribed, from time to time, by the Board of Directors.

**Section 4.8. 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. The Secretary will ensure all notices are duly given in accordance with the provisions of these By-Laws or as required by law. As the

custodian, the Secretary will be responsible for the safe keeping of the corporate records and of the seal of the Association. In this capacity, the Secretary will ensure the seal of the Association is affixed to all documents, the execution of which on behalf of the Association under its seal is duly authorized in accordance with the provision of these By-Laws. The Secretary will maintain a register of the address of Owners and perform duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

**Section 4.9. 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 by the Board of Directors.

**Section 4.10. Compensation.**

Officers of the Association shall not receive any compensation for their services but shall be reimbursed for reasonable expenses incurred while serving in such capacities. This provision shall not preclude the Board from employing a Director or officer as an employee of the Association nor preclude the Board from contracting with a Director or officer for the management of the Property.

**ARTICLE V  
COMMITTEES**

In addition to the committees provided for in the Declaration and these By-Laws, the Board of Directors may designate one or more committees. Each of which shall consist of two (2) or more Members, 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 Association. The designation of 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 on it or him by law.

**ARTICLE VI  
CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

**Section 6.1. Contracts.**

The Board of Directors may authorize any officer or officers, agent or agents of the Association, 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 and on behalf of the Association, and such authority may be general or confined to specific instances.

**Section 6.2. Checks, Drafts, or Orders for Payment.**

1. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness, issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time, be determined by the approved expenditure levels, as established in the Treasurer's Handbook by resolution of the Board of Directors.
2. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or any Assistant Treasurer and countersigned by the President or a Vice-President of the Association.

**Section 6.3. Deposits.** All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may elect.

**Section 6.4. Gifts.** The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes, or for any special purpose, of the



Association.

**ARTICLE VII  
MISCELLANEOUS**

**Section 7.1. Books and Records.**

The Association 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 in accordance with its Record Retention Policy.

**Section 7.2. Fiscal Year.**

The fiscal year of the Association shall begin on the first day of January and end on the last day of December each year.

**Section 7.3. Waiver of Notice.**

Whenever any Notice is required to be given under the provisions of the Articles of Incorporation or the By-Laws of the Association, 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.

**Section 7.4. Business Judgment Rule.**

ANY ACT OR THING DONE BY ANY DIRECTOR, OFFICER, OR COMMITTEE MEMBER TAKE IN FURTHERANCE OF THE PURPOSES OF THE CORPORATION, AND ACCOMPLISHED IN CONFORMITY WITH THE PROCEDURES SET FORTH IN THE DECLARATION, ARTICLES OF INCORPORATION, THE LAWS OF THE STATE OF TEXAS, AND/OR THESE BY-LAWS SHALL BE REVIEWED UNDER THE STANDARD OF THE BUSINESS JUDGMENT RULE AS ESTABLISHED BY THE COMMON LAW OF TEXAS, AND SUCH ACT OR THING DONE SHALL NOT BE A BREACH OF DUTY ON THE PART OF THE DIRECTOR, OFFICER OR COMMITTEE MEMBER IF THEY HAVE BEEN DONE WITHIN THE EXERCISE OF THEIR DISCRETION AND JUDGMENT. THE BUSINESS JUDGMENT RULE MEANS THAT A COURT SHALL NOT SUBSTITUTE ITS JUDGMENT FOR THAT OF THE DIRECTOR, OFFICER, OR COMMITTEE MEMBER. A COURT SHALL NOT RE-EXAMINE THE QUALITY OF THE DECISIONS MADE BY THE DIRECTOR, OFFICER OR COMMITTEE MEMBER BY DETERMINING THE REASONABLENESS OF THE DECISION AS LONG AS THE DECISION IS MADE IN GOOD FAITH IN WHAT THE DIRECTOR, OFFICER OR COMMITTEE MEMBER BELIEVES TO BE IN THE BEST INTEREST OF THE CORPORATION.

**ARTICLE IX  
AMENDMENTS**

**Section 9.1. Power of Directors to Amend By-Laws.**

These By-Laws may be amended, repealed or added to, or new By-Laws may be adopted, by the vote or written consent of a majority of the members of the Board of Directors.

ER 075-28-0268

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# Pages 10  
10/19/2015 08:10 AM  
e-Filed & e-Recorded in the  
Official Public Records of  
HARRIS COUNTY  
STAN STANART  
COUNTY CLERK  
Fees \$48.00

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

ER 075-28-0269