

BYLAWS

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OF**GLENWOOD ESTATES PROPERTY OWNERS ASSOCIATION****Article 1: NAME AND OFFICES**

1.01 Name and Location: The name of the Association is the GLENWOOD ESTATES PROPERTY OWNERS ASSOCIATION, hereinafter referred to as the "Association". The address of the Association shall be PO Box 266; Hockley, TX 77447, but meetings of members and officers may be held at such places within the State of Texas, as may be designated by the Board of Officers.

Article 2: MEMBERS

2.01 Membership: Every person or entity who is a record owner of a fee or undivided fee interest in any lot in Glenwood Estates 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. No owner shall have more than one membership per lot. Membership shall be appurtenant to and may not be separated from ownership of any lot in Glenwood Estates. Ownership of the lot shall be the sole qualification for membership. Each member, and his invitees, shall be entitled to use and enjoyment of the common properties and facilities.

2.02 Suspension of Membership: During any period in which a member shall be in default by 90 days of any monthly or special assessment levied by the Association, the voting rights and right to use of the recreational facilities of the member may be suspended by the Board of Officers until the assessment has been paid.

2.03 Place of Meetings: Meetings of the members shall be held at the time and place, in Texas, stated in the notice of the meeting or in a waiver of notice.

2.04 Annual Meeting: The first annual meeting of the members shall be held within 180 days from the date Bylaws are filed with the County of Montgomery of the State of Texas, and each subsequent regular meeting annual meeting of the members shall be held ^{FN} on the same day of the same month of each year thereafter. If the day is a legal holiday, then the meeting shall be on the next business day following. At the meeting, the members shall elect officers and transact such other business as may properly be brought before the meeting.

2.05 Special Meetings: Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute or by these bylaws, may be called by the board of officers, or upon the written request of the members who are entitled to vote one-fourth (1/4) of all of the votes of the membership. Business transacted at a special meeting shall be confined to the purposes stated in the notice of the meeting.

2.06 Notice: Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than fifty days before the date of the meeting, either personally or by mail, by or at the direction of the board or person calling the meeting, to each member of record entitled to vote at the meeting. If mailed, such notice 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 membership records of the association, with postage thereon prepared.

2.07 Quorum: The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes of membership shall constitute a quorum for any action except as otherwise provided in the Restrictions, or these Bylaws. If a quorum is not present or represented at a meeting of the members, the members entitled to vote, present in person or represented by proxy, shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present or represented. At an adjourned meeting at which a quorum is present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.

2.08 Majority Vote; Withdrawal of Quorum: When a quorum is present at any meeting, the vote of a majority of the members having voting power, present in person or represented by proxy, shall decide any question brought before such meeting. The members present at a duly constituted meeting may continue to transact business until adjournment, despite the withdrawal of enough members to leave less than a quorum.

2.09 Method of Voting: Members shall be entitled to one vote for each lot in which they hold the interest required for membership. When more than one person holds such 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. At any meeting of the members, every member having the right to vote may either vote in person, or 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 its execution, unless otherwise provided in the proxy. Each proxy shall be revocable unless expressly provided therein to be irrevocable and unless otherwise made irrevocable by law. Each proxy shall be filed with the secretary of the association prior to or at the time of the meeting. Voting for officers shall be in accordance with Section 3.06 of these bylaws. Any vote may be taken by voice or by show of hands unless someone entitled to vote objects, in which case written ballots shall be used.

2.10 Action Without Meeting: Any action required by statute 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 the majority of officers entitled to vote with respect to the subject matter thereof and such consent shall have the same force and effect as a unanimous vote of the members. The signed consent or a signed copy thereof, shall be placed in the minute book.

2.11 Order of Business Meetings: The order of business at annual meetings and so far as practicable at other meetings of members shall be as follows unless changed by the board of officers:

- (1) call to order
- (2) proof of due notice of meeting
- (3) determination of quorum and examination of proxies
- (4) announcement of availability of voting lists
- (5) announcement of distribution of annual statement
- (6) reading and disposing of minutes of last meeting of members
- (7) reports of officers and committees

- (8) appointment of voting inspectors
- (9) unfinished business
- (10) new business
- (11) nomination of officers
- (12) opening of polls for voting report of voting inspectors
- (13) other business
- (14) adjournment

Article 3: OFFICERS

3.01 Management: The business and affairs of the association shall be managed by the board of officers who may exercise all such powers of the association and do all such lawful acts and things as are not otherwise directed by statute or by these bylaws.

3.02 Number; Qualification; Election; Term: The affairs of this Association shall be managed by a board of at least three (3) officers. The number of officers may be changed by amendment of the bylaws. The officers shall be elected at the annual meeting of the members, except as provided in Bylaws 3.03 and 3.05. Each officer elected shall hold office until his successor shall be elected and shall qualify.

3.03 Change in Number: The number of officers may be increased or decreased from time to time by amendment to these bylaws but no decrease shall have the effect of shortening the term of any incumbent officer. Any office to be filled by reason of any increase in the number of officers shall be filled by election at an annual meeting or at a special meeting of members called for that purpose.

3.04 Removal: Any officer may be removed either for or without cause at any special or annual meeting of members, by affirmative vote of a majority of the members present, in person or by proxy, as such meeting and entitled to vote for the election of such officer if notice of intention to act upon such matter shall have been given in the notice calling such meeting.

3.05 Vacancies: Any vacancy occurring in the board of officers (by death, resignation, removal or otherwise) may be filled by an affirmative vote of a majority of the remaining officers. An officer elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

3.06 Election of Officers: Officers shall be elected by plurality vote. Cumulative voting shall be permitted.

3.07 Place of Meetings: Meetings of the board of officers, regular or special, may be held in the State of Texas.

3.08 First Meetings: The first meeting of a newly elected board shall be held without further notice at such time and place as shall from time to time be determined by the board.

3.09 Regular Meetings: Regular meetings of the board of officers may be held without notice at such time and place as shall from time to time be determined by the board.

3.10 Special Meetings: Special meetings of the board of officers may be called by any board member on three days' notice to each officer, either personally or by mail or by telegram. Special meetings shall be called by any board member in like manner and on like notice on the written request of one (1) officer. Except as otherwise expressly provided by statute, and these bylaws, neither the business to be transacted at, nor the purpose of any special meeting need be specified in a notice or waiver of notice

3.11 Quorum; Majority Vote: At all meetings of the board of officers a majority of the number of officers fixed by these bylaws shall constitute a quorum for the transaction of business. The act of a ^{UNANIMOUS VOTE} majority of the officers present at a meeting at which a quorum is present shall be the act of the board of officers, except as otherwise specifically provided by statute or by these bylaws. If a quorum is not present at a meeting of the board of officers, the officers present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

3.12 Compensation: No officer shall receive compensation for any service he may render to the Association. However, any officer may be reimbursed for his actual expenses incurred in the performance of his duties.

3.13 Procedure: The board of officers shall keep regular minutes of its proceedings. The minutes shall be placed in the minute book of the association.

3.14 Action Without Meeting: Any action required or permitted to be taken at a meeting of the board of officers may be taken without a meeting if a consent in writing, setting forth the action so taken is signed by all the member of the board of officers. Such consent shall have the same force and effect as a unanimous vote at a meeting. The signed consent, or signed copy, shall be placed in the minute book.

3.15 Telephone and Similar Meetings: Officers may participate in and hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participated in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Article 4: COMMITTEES

4.01 Designation: The Board of Officers shall appoint committees as deemed appropriate in carrying its purposes. The Board of Officers shall define the function and powers of each committee formed.

Article 5: NOTICE

5.01 Method: Whenever by statute or these bylaws, or otherwise, notice is required to be given to a officer, committee member or member, and no provision is made as to how the notice shall be given, it shall not be construed to mean personal notice, but any such notice may be given (a) in writing, by mail, postage prepaid, addressed to the officer, committee member or member at the address appearing on the books of the association, (b) in any other method permitted by law. Any notice required or permitted to be given by mail shall be deemed given at the time when the same is thus deposited in the United States mail.

5.02 Waiver: Whenever, by statute or these bylaws, notice is required to be given to a member, committee member, or officer, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated in such notice, shall be equivalent to the giving of such notice. Attendance at a meeting shall constitute a waiver of notice of such meeting, except where a person attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Article 6: GENERAL PROVISIONS

6.01 Books and Records: The association shall keep correct and complete books and records of account, shall keep minutes of the proceedings of its membership and officers, and shall keep at the elected secretary's possession, a record of its members, giving the names and addresses of all members.

6.02 Annual Statement: The board of officers shall present at each annual meeting of members a full and clear statement of the business and condition of the association, including a reasonably detailed balance sheet, income statement, and surplus statement, and statement of changes in financial position for the last fiscal year and for the prior fiscal year, all prepared in conformity with generally accepted accounting principals applied on a consistent basis.

6.03 Checks and Notes: Checks, demands for money, and notes of the association shall be signed by (2) two officers.

6.04 Fiscal Year: The fiscal year of the Association shall be based on a calendar year.

6.05 Resignation: Any officer, committee member may resign by giving written notice to the president or the secretary. The resignation shall take effect at the time specified in it, or immediately if no time is specified. Unless it specifies otherwise, a resignation takes effect without being accepted.

6.06 Amendment of Bylaws: These bylaws may be altered, amended, or repealed at any meeting of the board of officers at which a majority is present, by the affirmative vote of a ^{UNANIMOUS} majority of the officers present at such meeting, provided notice of the proposed alteration, amendment, or repeal is contained in the notice of such meeting.

6.07 Construction: When ever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these bylaws shall be invalid or inoperative, then, so far as it reasonable and possible:

- (a) The remainder of these bylaws shall be considered valid and operative; and,
- (b) Effect shall be given to the intent manifested by the portion held invalid or inoperative.

These Bylaws are unanimously adopted by the Board of Officers as of the 15th day of Sept, 2000.

Kurtis Luker
Kurtis Luker, President

Lee Ann Giese
Lee Ann Giese, Vice President

Patti Dostal
Patti Dostal, Secretary

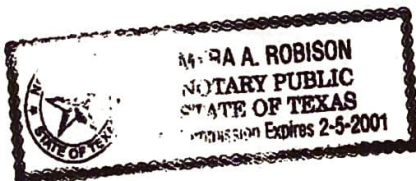
Tammy K. Wursthorn
Tammy K. Wursthorn, Treasurer

RECORDER'S MEMORANDUM:
At the time of recordation, this instrument was found to be inadequate for the best photographic reproduction because of illegibility, carbon or photo copy, discolored paper, etc. All black-outs, additions and changes were present at the time the instrument was filed and recorded.

STATE OF TEXAS
COUNTY OF MONTGOMERY

This instrument was acknowledged before me on September 15, 2000, by LEE ANN GIESE, Vice President of Glenwood Estates Property Owners Association.

Myra A. Robison
NOTARY PUBLIC IN AND FOR
THE STATE OF TEXAS



774-00-1616

FILED FOR RECORD

00 SEP 15 AM 10:56

MARK TURNBULL, CO. CLERK
MONTGOMERY COUNTY, TEXAS

DEPUTY

STATE OF TEXAS
COUNTY OF MONTGOMERY
I hereby certify that this instrument was filed in
File Number Sequence on the date and at the time
stamped herein by me and was duly RECORDED in
the official Public Records of Real Property of
Montgomery County, Texas

SEP 15 2000



Mark Turnbull
COUNTY CLERK
MONTGOMERY COUNTY, TEXAS