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By-Laws
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**BY-LAWS
OF
TOWNES OF BUFFALO BAYOU HOMEOWNERS ASSOCIATION**

**An Unincorporated, Not for Profit Association
Formed under the Laws of the
State of Texas**

Exhibit "A" consists of the Townes of Buffalo Bayou Declaration of Covenants, Conditions, and Restrictions of the Buffalo Bayou Joint Venture, as amended, recorded under Clerk's File No. S641104 at Folio Numbers 514-80-1432 through 514-80-1445, inclusive, in the Official Public Records of Real Property of Harris County, Texas.

The following are the By-Laws of the TOWNES OF BUFFALO BAYOU HOMEOWNERS ASSOCIATION (hereinafter referred to as the "Association"), successor-by-assignment of Buffalo Bayou Joint Venture ("Declarant"), a Joint Venture between Roger Hopkins Construction, Inc. and Work Organization, Inc. The Association is an association not for profit, formed under the laws of the State of Texas, including the Texas Residential Property Owners Protection Act, as amended. These By-Laws have been duly adopted by the members of the Association on the 22ND DAY OF MARCH, 2011. All terms used herein which are defined in the Townes of Buffalo Bayou Declaration of Covenants, Conditions, and Restrictions of the Buffalo Bayou Joint Venture, as amended, recorded under Clerk's File No. S641104 at Folio Numbers 514-80-1432 through 514-80-1445, inclusive, in the Official Public Records of Real Property of Harris County, Texas (the "Declaration"), shall be deemed to have the same definition in these By-Laws, or if not defined in the Declaration, then shall have the meaning assigned to such terms in the Texas Residential Property Owners Protection Act, as amended.

1. Seal.

It shall not be necessary for the Association to adopt a seal, but in the event a seal is adopted, it shall bear the name of the Association, the word "Texas", the words "Unincorporated, Not for Profit Association", and the year of formation, 1997.

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2. Members and Meetings of Members.

- (a) Each person or entity, by virtue of ownership of a townhouse in the Townes of Buffalo Bayou subdivision, and until such ownership terminates, is an automatic and mandatory member of the Association entitled to all the rights and privileges and subject to all the obligations attendant to such membership.
- (b) The annual members' meeting shall be held in Houston, Harris County, Texas, in March of each year, at a time and place to be determined by the members, for the purpose of electing Officers and transacting any other business authorized to be transacted by the members. In the event the annual meeting cannot be held in March, then it shall be held as soon as practicable thereafter.
- (c) Special meetings shall be held whenever called by the President or Vice President, and must be called by such officers upon receipt of a written request from members entitled to cast one-third of the votes of the entire membership.
- (d) Notice of all members' meetings, stating the time and place, and the objects for which the meeting is called, shall be given by the President or Vice-President or Secretary unless waived in writing. Such notice shall be in writing to each member at his or her address as it appears in the books of the Association and shall be mailed or e-mailed not fewer than fourteen (14) days nor more than sixty (60) days prior to the date of the meeting. Notice of any meeting may be waived before, at, or after meetings.
- (e) A quorum at such meetings shall consist of persons entitled to cast a majority of the votes of the entire membership.
- (f) In any such meeting, each member shall be entitled to cast one (1) vote for each townhouse within the Townes of Buffalo Bayou owned by said member. If a

townhouse is owned by more than one person, or is under lease, the person entitled to cast the vote for the townhouse shall be designated by a certificate signed by all of the record owners of the townhouse and filed with the Secretary of the Association. If a townhouse is owned by a corporation or other legal entity, the person entitled to cast the vote for the townhouse shall be designated by a certificate of appointment signed by the President or Vice President (or person exercising equivalent authority) and attested by the Secretary or Assistant Secretary of that corporation or entity, and filed with the Secretary of the Association. Such certificates shall be valid until revoked, or until superseded by a subsequent certificate, or until the Association has been duly notified in writing of a change of ownership. A certificate designating the person entitled to cast the vote of a homeowner may be revoked in writing by any owner thereof.

- (g) Votes may be cast in person or by proxy. Proxies may be made by any person entitled to vote, provided, however, proxies must be in writing, designate the person entitled to vote, are valid only for the particular meeting designated, and must be filed with the Secretary before the appointed time of the meeting.
- (h) The order of business at annual members' meetings, and as far as practical, at all other members' meetings, shall be:
1. election of a chairman for the meeting;
 2. calling of the roll and certifying of proxies;
 3. proof of notice of meeting or waiver of notice;
 4. reading and approval of prior minutes;
 5. reports of officers;
 6. reports of committees;

7. election of officers (if necessary);
8. unfinished business;
9. additional new business; and
10. adjournment

3. Management of Association Affairs by the Officers.

- (a) The Association, deeming itself too small to have both directors and officers, has determined that the affairs of the Association shall be managed by the Officers of the Association, of which there shall be either three (3) or five (5). Officers' terms of office shall be 2 years, and may be staggered.
- (b) Election of Officers shall be conducted at the annual meeting of members. Not less than sixty (60) days prior to the annual meeting of the Association, the members may appoint a nominating committee of three (3) members, and shall provide notice of the names of the members of the nominating committee to each member of the Association. Officers are eligible to serve on the nominating committee. The nominating committee shall nominate at least one (1) person for each term that will expire and shall submit nominations to the members not less than fifteen (15) days before a scheduled election. Any eligible person desiring to be a candidate for office must give written notice to the nominating committee not less than twenty (20) days before a scheduled election, and each such eligible person shall be a candidate for the office he or she seeks by giving such written notice. The elections shall be by ballot (unless dispensed with by unanimous consent) and by a plurality of the votes cast, each person voting being entitled to cast his or her votes for each of as many nominees as there are vacancies to be filled. There shall be no cumulative voting.

- (c) Except as to vacancies provided by removal of Officers by members, vacancies in the Officers occurring between annual meetings of members shall be filled by the remaining Officers.
- (d) Any Officer elected by the members may be removed by concurrence of sixty (60%) percent of the votes of the entire membership at a special meeting of the members called for that purpose. The vacancy in the Officers so created may be filled by the members of the Association at the same meeting.
- (e) The term of service for each elected Officer shall extend until his or her successor is duly elected and qualified, he or she ceases to be either a Townes of Buffalo Bayou homeowner, or he or she is removed in the manner elsewhere provided. The term of each appointed Officer shall extend until the next annual meeting or until he or she ceases to be either a Townes of Buffalo Bayou homeowner.
- (f) All Officers must be Townes of Buffalo Bayou homeowners.

4. Officers' Meetings.

- (a) The organizational meeting of a newly-elected Officers shall be held within fourteen (14) days of its election at such place and time as shall be fixed by the Officers at the meeting at which they were elected, and can take place immediately following the election, if the Officers wish. In the event the annual meeting of the Officers cannot be held within fourteen (14) days of the meeting at which the most recent Officer was elected, then it shall be held as soon as practicable thereafter.
- (b) The Officers may elect to hold regular meetings. If the officers elect to hold regular meeting, then the regular meetings of the Officers may be held at such time and place as shall be determined from time to time by a majority of the

Officers. Notice of regular meetings shall be given to each Officer, at least three (3) business days prior to the day named for such meeting.

- (c) Special meetings of the Officers may be called by the President and must be called by the Secretary at the written request of a majority of the members or at the request of any two or more Officers. Notice of the meeting shall be given at least three (3) business days prior to the day named for such meeting, which notice shall state the time, place and purpose of the meeting.
- (d) Any Officer may waive notice of a meeting before, at or after the meeting and such waiver shall be deemed equivalent to the giving of notice.
- (e) A quorum at Officers' meetings shall consist of a majority of the Officers. The acts approved by a majority of those present at a meeting at which a quorum is present shall constitute the acts of the Officers, except where approval by a greater number of Officers is required by the Declaration, Articles of Incorporation, or these By-Laws. If at any meeting of the Officers less than a quorum is present, the majority of those present may adjourn the meeting from time to time until a quorum is present. At any adjourned meeting any business which might have been transacted at the meeting as originally called may be transacted without further notice. The joinder of an Officer in the action of a meeting by signing and concurring in the minutes thereof shall constitute the presence of such Officer for the purpose of determining a quorum.
- (f) The presiding officer of Officers' meetings shall be the President. In the absence of the presiding officer, the Officers present shall designate one of their number to preside.

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(g) The order of business at Officers' meetings shall be:

- i. calling of roll;
- ii. proof of due notice of meeting;
- iii. reading and appraisal of minutes of prior meeting;
- iv. reports of officers and committees;
- v. election of officers;
- vi. unfinished business;
- vii. new business, and
- viii. adjournment

5. Powers and Duties of the Officers.

- (a) All of the powers and duties of the Association existing under the Declaration and these By-Laws shall be exercised exclusively by the Officers, or with proper delegation, by agents or independent contractors, subject only to approval by homeowners when such is specifically required. The Association shall have no employees. To prevent potential conflicts of interest, an Officer may not be compensated for service to the Association, and a contract for management of the Association may not be entered into with an Officer or entity owned or controlled by an Officer.
- (b) The Officers may propose from time to time for adoption by the Association a set of Rules for homeowners and residents, including, by way of example but not by way of limitation, rules prohibiting (a) unruly or noisy activity disturbing to other homeowners or residents, (b) parking in the common driveway, or (c) hanging laundry on a balcony to dry that it is visible to other homeowners or residents.

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- (c) As provided by Section 209.001, et seq. of the Texas Residential Property Owners Protection Act, as amended, in order to assure that new owners and residents have received appropriate Townes of Buffalo Bayou governing documentation, have filed an owner/resident information form with the Treasurer, and have been made aware of Townes of Buffalo Bayou procedures for enforcement of rules and assessments, the Officers will approve transfers of units when accompanied by a written acknowledgement of Association governing documentation and a fee not to exceed the lesser of either the actual costs to the Association or a maximum charge of \$45, allowing for nominal increases as needed to keep pace with inflation as measured by the CPI.
- (d) As provided by Section 209.001; et seq. of the Texas Residential Property Owners Protection Act, as amended, in order to ensure that new tenants in the community have an interest in protecting the common areas and seeing to their proper care and respect, tenants must file a resident information form with the Treasurer and post a security deposit for association property and all common elements, not to exceed 25% of a single month's rental charged by their landlord.

6. Officers.

- (a) The executive officers of the Association shall be a President, who shall be a member, a Vice President, a Secretary, a Treasurer, and an Assistant Secretary, all of whom shall be elected annually by the members of the Association and who may be removed by a vote of the members at any meeting. Any person may hold two or more offices except the President shall not also be the Secretary or an Assistant Secretary. The members may from time to time elect other officers to exercise such powers and duties as the members shall find to be required to

manage the affairs of the Association. Officers of the Association shall serve without compensation.

- (b) The President shall be the chief Executive Officer of the Association. He or she shall have all of the powers and duties which are usually vested in the office of President of an Association, including but not limited to the power to appoint committees from among the members from time to time, as he or she may in his or her discretion determine appropriate, to assist in the conduct of the affairs of the Association.
- (c) The Vice President shall, in the absence or disability of the President, exercise the powers and perform the duties of the President. He or she shall also generally assist the President and exercise such other powers and perform such other duties as shall be prescribed by the members.
- (d) The Secretary shall keep the minutes of all proceedings of the Officers and the members. He or she shall attend to the giving and serving of all notices to the members and Officers and other notices required by law. He or she shall have custody of the seal of the Association and affix it to instruments requiring a seal when duly signed. He or she shall keep the records of the Association, except those of the Treasurer, and shall perform all other duties incident to the office of Secretary of an Association and as may be required by the Officers or the President. The Assistant Secretary shall perform the duties of the Secretary when the Secretary is absent.
- (e) The Treasurer shall have custody of all property of the Association, including funds, securities, and evidence of indebtedness. He or she shall keep the books of the Association in accordance with good accounting practices and shall perform

all other duties incident to the office of Treasurer, shall develop the budget for the Association's receipts and disbursements, shall issue reports no less often than quarterly to report the actual receipts and disbursements compared to the budget, and shall make recommendations to the Officers whenever an increase in Association fees may be necessary.

7. Accounting.

The funds and expenditures of the Association shall be credited and charged to accounts under the following classifications as shall be appropriate, all of which expenditures shall be common expenses:

- (a) "Current expenses", which shall include all funds and expenditures to be made within the year for which the funds are budgeted, including a reasonable allowance for contingencies and working funds, except expenditures chargeable to reserves, to additional improvements, or to operations. The balance in this fund at the end of each year shall be retained to provide for contingencies and a reasonable reserve for replacement and additional improvements, or in the discretion of the Officers, may be applied to reduce the assessments for current expense for the succeeding year.
- (b) "Reserve for replacement and additional improvements", which shall include funds for maintenance items which occur less frequently than annually, funds for repair or replacement required because of damage, depreciation or obsolescence, and funds to be used for capital expenditures for additional improvements or additional personal property which will be a part of the common elements. Any "Reserve for replacement and additional improvements," if established, shall be for specified improvements approved by a majority of the members.

8. Budget.

The Officers, with input from the Treasurer, shall adopt a budget for each calendar year which shall include the estimated funds required to defray common expenses and to provide funds for the accounts listed in Sections 7 and 9 of these By-Laws.

9. Assessments.

- (a) Assessments against the homeowners for their share of the items of the budget shall be made on or before December 1 of the year preceding the year for which the assessments are made. Such assessments shall be due and payable in two equal semi-annual installment payments, the first being due on or before the January 15, and the second being due on or before July 15 of each year for which the assessments are made. If an assessment is not made as required, an assessment shall be presumed to have been made in the amount of the last prior assessment. In the event the assessment proves to be insufficient, the budget and assessments therefor may be amended at any time by the Officers if the items of the amended budget do not exceed the limitations thereon for that year. Any item which does not exceed the limitation shall be subject to the approval of the membership of the Association as provided in the Declaration. The unpaid assessment for the remaining portion of the calendar month for which the amended assessment is made shall be due upon the date of the assessment.
- (b) If a homeowner shall be in default in the payment of an installment upon an assessment, the Officers may accelerate the remaining installments of the assessment upon notice thereof to the homeowner, and thereupon the unpaid balance of the assessment shall come due upon the date stated in the notice, but not less than ten (10) days after delivery thereof to the homeowner, or not less

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than twenty (20) days after the mailing of such notice to him by registered or certified mail, whichever shall first occur.

- (c) Assessments for common emergency expenses which cannot be paid from the annual assessments from common expenses shall be made only after notice of the need therefor to the homeowners concerned. After such notice and upon approval in writing by persons entitled to cast more than one-half of the votes of the homeowners concerned, the assessment shall become effective, and it shall be due after thirty (30) days notice thereof in such manner as the Officers may require.
- (d) The depository of the Association shall be such bank or banks as shall be designated from time to time by the Officers and in which the monies of the Association shall be deposited. Withdrawal of monies from such accounts shall be only by checks signed by such persons as are authorized by the members. Unless otherwise determined by the members, the Treasurer and the President shall be authorized signatories on the Association's bank account(s), with whatever limits on their authorization may be fixed by the members.
- (e) Not less often than annually, the Treasurer shall make available for review by members of the Association a true copy of all bank statements or other account statements, so that each member has an opportunity to see that the available cash, and all disbursements, are in conformity with the budget and generally accepted accounting principles. At the request of sixty (60%) percent of the members, an independent review or audit of the accounts of the Association shall be made by a certified public accountant, who shall provide a report of his or her review or audit, and a copy of the report shall be furnished to each member not later than April 1 of the year following the year for which the report is made. The cost of

the review or audit shall be paid by the Association.

(f) Fidelity bonds may be required by the members from all persons handling or responsible for Association funds. The amount of such bonds shall be determined by the Officers, but shall be at least one-half of the amount of the total annual assessments against members for common expenses. The premiums on such bonds shall be paid by the Association.

(g) In accordance with applicable law, including Section 209.006 of the Texas Residential Property Owners Protection Act, as amended, the following notice shall be required before the Association initiates enforcement action. Before the Association may suspend an owner's right to use a common area, file a suit against an owner other than a suit to collect a regular or special assessment or foreclose under an Association's lien, charge an owner for property damage, or levy a fine for a violation of the restrictions or bylaws or rules of the Association, the Association or its agent must give written notice to the owner by certified mail, return receipt requested. The notice must:

(1) describe the violation or property damage that is the basis for the suspension action, charge, or fine and state any amount due the Association from the owner;

and

(2) inform the owner that the owner:

(A) is entitled to a reasonable period to cure the violation and avoid the fine or suspension unless the owner was given notice and a reasonable opportunity to cure a similar violation within the preceding six months;

and

(B) may request a hearing under Section 209.007 of the Texas Residential Property Owners Protection Act, as amended, on or before the 30th day after the date the owner receives the notice.

10. Absence and Waiver of Personal Liability. The Association and its members, officers, directors, employees, and agents are not subject to liability to any person, including to any homeowner or resident, if the member, officer, director, or agent performs his or her duties in the reasonable exercise of his or her business judgment and in good faith, and each homeowner and resident hereby waives the right to sue any member, officer, director, or agent acting in such a manner on behalf of the Association, provided, however, that nothing herein shall absolve any member, officer, director, or agent from willful misconduct or criminal wrongdoing in the performance of his or her duties.

11. Amendments.

The By-Laws may be amended in the following manner:

- (a) Notice of the subject matter of a proposal amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.
- (b) A resolution adopting a proposed amendment may be proposed by the members of the Association, or by the Officers. The same must be approved by the vote of a majority of the members of the Association.
- (c) No amendment shall discriminate against any homeowner or against any townhouse or class or group of townhouses unless the homeowner so affected shall consent in writing. No amendment shall change any townhouse nor the share in the common elements appurtenant to it, nor increase the homeowner's share of the common expenses, nor change the voting rights of members, unless the homeowner concerned and all record owners of liens thereon shall approve the

amendment in writing.

- (d) A copy of each amendment shall be certified by the President and Secretary of the Association as having been duly adopted and shall be effective when recorded in the Public Records of Harris County, Texas.

Adopted by unanimous vote of HOA members at their meeting on March 22, 2011, at which a quorum was present.

Townes of Buffalo Bayou Homeowners Association

By: L. Ray Julson
 L. Ray Julson
 President, Townes of Buffalo Bayou HOA

*in
Note*

STATE OF TEXAS §
 COUNTY OF HARRIS §

This instrument was acknowledged before me on May 11, 2011, by L. Ray Julson, President of the Townes of Buffalo Bayou Homeowners Association.

Miquel Correll
 Miquel Correll
 Notary Public in and for the State of TEXAS
 My commission expires 7/25/2011



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 [blank] on the date and at the time stamped herein by me, and was duly RECORDED, in the Official Public Records of Real Property of Harris County, Texas

Return To: Miquel Correll ✓
3038 SAN FELIPE
HOUSTON TX 77019



MAY 11 2011
St. Stewart
 COUNTY CLERK
 HARRIS COUNTY, TEXAS

St. Stewart
 COUNTY CLERK
 HARRIS COUNTY, TEXAS

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