

**BYLAWS
OF
CROSBY HERITAGE ESTATES PROPERTY OWNER'S ASSOCIATION, INC.
A TEXAS NONPROFIT CORPORATION**

**ARTICLE I
NAME AND LOCATION**

The name of the non-profit corporation is Crosby Heritage Estates Property Owner's Association, Inc., hereinafter referred to as the "Association." The principal office of the Association may be located, and meetings of Owners and directors may be held, at such places within the State of Texas, County of Harris, as may be designated by the Board of Directors.

**ARTICLE II
DEFINITIONS**

Wherever a capitalized term used in these Bylaws is not otherwise defined herein, such term shall have the meaning ascribed to it in the Heritage Estates Deed Restrictions, filed under Clerk's File No. _____, Official Public Records of Real Property of Harris County, Texas (the "Restrictions"). As used herein, "Owner" and/or "Owners" shall mean an Owner and/or Owners as defined in the Restrictions.

**ARTICLE III
MEMBERS**

Section 1. Membership. The Declarant and the Owners shall be the only Members of the Association. Anyone having a security interest in a Lot is not a Member, unless it forecloses its lien and becomes an Owner. The Owner(s) of record according to the Official Public Records of Harris County, Texas, shall be conclusively deemed to be Members of the Association. Heirs and devisees of a deceased Member shall be deemed Members, effective for all purposes upon the death of the deceased Member, subject only to the administration of the deceased Member's estate. Tenants, lessees, purchasers under executory contracts and other parties in possession not expressly made Members are not Members. No Owner shall have more than one Membership in the Association, but an Owner may have multiple votes depending on its ownership of multiple Lots. Membership (and Member voting rights, except for proxies granted under terms permitted by the Texas Business Organization Code, as from time to time amended) shall be appurtenant to and may not be separated from ownership of the related Lot which is part of the Subdivision. Owners may not assign Membership rights (including voting rights) associated with the Lot they own even to another Lot within the Subdivision; provided, however, that this provision will not be construed to prevent granting of proxies pursuant to the Texas Business Organization Code as it applies to non-profit corporations. At all meetings, Declarant and Owners may vote in person (or if a corporation partnership or trust, through any officer, director, partner or trustee duly authorized to act on its behalf as evidenced by a written instrument filed in the Secretary of the Association at or before the time of the meeting) or by proxy. All proxies shall be in writing and filed with the Secretary of the Association at or before the time of the meeting. Every proxy shall be revocable and shall automatically cease upon conveyance by the Owner of a Lot, upon receipt of notice by the Secretary of the Association of the death or judicially declared incompetence of an Owner, upon the receipt by

the Secretary of the Association of a written revocation of the proxy, or upon the expiration of eleven (11) months from the date of execution of the proxy. No proxy may survive the conveyance of the Lot as to which the related Member vote(s) is or are appurtenant unless the Lot conveyance occurs between the time when the record Owner of the Lot is conclusively determined for voting purposes for a particular Member meeting and the time when such meeting occurs.

Section 2. Suspension of Membership. The Board of Directors, by affirmative vote of two-thirds of all of the member's of the Board, may suspend the voting rights of a Member for cause after an appropriate hearing and may, by a majority vote of those present at any regularly constituted meeting, suspend any Member who shall be in default in the payment of Assessments for the period fixed in Article XI of these Bylaws. Suspension of a Member does not relieve the Member of any of the Member's obligations, including without limitation the Member's obligation to pay past, present and future Assessments.

Section 3. Reinstatement. Upon written request signed by a suspended Member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds of the members of the Board, reinstate such suspended Member to Membership on such terms as the Board of Directors may deem appropriate.

Section 4. Meetings of Members. An annual meeting of the Members shall be held within one year after the first conveyance of a Lot to an Owner. The meetings shall be held on the second Tuesday of March in each year, beginning at the hour of 7:00 o'clock p.m., for the purpose of electing Directors and for the transaction of other business as may come before the meeting. If the day fixed for the annual meeting shall be on a legal holiday in the State of Texas, such meeting shall be held on the next succeeding business day. If the election of Directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Members as soon thereafter as possible. The failure of the Association to hold its first or any subsequent annual meeting shall not affect any action theretofore or thereafter taken by the Association and/or the Board of Directors, all of which actions shall be fully binding upon the Association. The Association shall furnish Members with written notice of the time and place of all meetings of the Members not later than thirty (30) days prior to the annual meeting and not later than three (3) days prior to any special meeting.

ARTICLE IV **VOTING MEMBERS**

Article III of the Restrictions sets out the voting rights of Members.

ARTICLE V
BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of Directors consisting of at least three (3), but not more than five (5) Directors who need not be Members. The initial Board of Directors shall consist of three (3) Directors unless and until, by majority vote of the Board of Directors, the number of Directors is changed. The Board of Directors may increase or decrease the number of Directors provided it shall never be less than three (3) or more than five (5).

Section 2. Term of Office. The initial Board of Directors shall hold office until the Conversion Date, as defined in the Restrictions (the "**Initial Term**"). At the first annual meeting following the Conversion Date, the Members shall elect one (1) Director who shall serve a term of three (3) years, one (1) Director who shall serve a term of two (2) years, and one (1) Director who shall serve a term of one (1) year. Thereafter, at each annual meeting, the Members shall elect that number of Directors equal to the number of Directors whose terms then expire, for a term of three (3) years. There shall be no term limits for Directors.

Section 3. Death, Resignation or Removal; Replacement. After the expiration of the Initial Term, any director may be removed from the Board, with or without cause, by a majority vote of the members of the Board. In the event of death, resignation or removal of a director, his successor shall be selected by a majority vote of the remaining members of the Board present and voting at a special meeting of the Board duly called and held (even though a quorum may not be present at the meeting), or by unanimous written consent of the remaining Board members. Notwithstanding the foregoing, however, if the remaining members of the Board fail to fill any such vacant director position within sixty (60) days of the vacancy (the "**Director Replacement Period**"), the Declarant may fill such vacant board position by designating the successor director in writing. Should the rights of the Declarant under the Restrictions ever lapse or should the holder of the Declarant's rights fail to act to appoint the requisite number of directors to fill vacancies (i) for a period of sixty (60) days after the date on which the Board no longer has any members, or (ii) for a period of sixty (60) days after the expiration of the Director Replacement Period, then the vacant position(s) on the Board may be filled by a written vote or approval of fifty-one percent (51%) or more of the votes of the Members; provided, however, that for so long as Declarant or its successor or assigns, owns any of the Subdivision subject to the Restrictions, the vote or approval of Declarant shall be required in order for such election of any director(s) by the Owners.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE VI
MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at least semi-annually at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday. The Board of Directors shall publish the dates, times and places of meetings provide a copy of such information to all Owners at least thirty (30) days in advance of the commencement of that schedule meeting and shall not change the dates, times or places of meetings without new notice to the Owners at least thirty (30) days in advance of the commencement of the new schedule. The organizational meeting may occur without notice. In the event of bona fide emergency, the Board of Directors may meet upon 24 hours notice given orally to the Owners, provided that notice of the actions taken at the meeting are provided within 24 hours after the meeting by mail to the Owners.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two directors, after not less than three (3) days' notice to each director. Notice is effective if in writing and delivered personally or sent by mail to each Director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered three (3) days after deposit in the United States mail so addressed with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of the 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 notice shall specify the time and place of the meeting and the nature of any special business to be considered.

Section 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VII
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. Among its other express and implied powers under the Restrictions, the Board of Directors shall have power to, among other things:

- (a) adopt and publish reasonable rules and regulations governing the personal conduct of the Owners and their employees, lessees, tenants and guests while on the property subject to the Restrictions in order to ensure a safe and orderly environment, and to establish penalties for the infraction thereof;
- (b) suspend the voting rights during any period in which such Owner shall be in default in the payment of any Assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations;

- (c) exercise for the Association all powers, duties and authority vested in or delegated to this Association in the Restrictions or these Bylaws, and not reserved to the Owners by other provisions of these Bylaws, the Articles of Incorporation, or the Restrictions;
- (d) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors;
- (e) employ a manager, independent contractors, or such other employees as they deem necessary, and to prescribe their duties; and
- (f) subject to the rights of Declarant, oversee the operations of the HEAC as contemplated in the Restrictions, and when and as required by the Restrictions appoint members or replacement members thereto.

Section 2. Duties. It shall be the duty of the Board of Directors to carry out its responsibilities under the Restrictions, including specifically, but without limitation, to:

- (a) cause to be kept a complete record of all its acts and corporate affairs, and to present a statement listing the relevant record for a particular act to the Owners, if such statement is requested in writing by an Owners;
- (b) supervise all of officers, agents and employees of this Association, and to see that their duties are properly performed;
- (c) as more fully provided in the Restrictions, determine the amount to be levied as the Assessments against each Lot for each calendar year;
- (d) as more fully provided in the Restrictions, to foreclose the lien against any Lot for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the Owner personally obligated to pay the same;
- (e) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid (reasonable charge may be made by the Board for the issuance of these certificates), and if a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- (f) procure and maintain adequate liability and hazard insurance on the Common Elements;
- (g) cause the Common Elements and Easement areas to be maintained; and
- (h) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.

ARTICLE VIII
OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of this Association shall be a president and one or more vice-presidents, who shall at all times be members of the Board of Directors, a secretary, and a treasurer, and such other officers time to time by resolution create.

Section 2. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve. There shall be no term limits for officers.

Section 3. Special Appointments. The Board may elect such other officers as the officers of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 4. Resignation and Removal. Any officer may be removed from office without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the president or secretary. Such resignation shall take effect on the date of 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 5. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 6. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other of offices except in the case of special offices created pursuant to Section 3 of this Article.

Section 7. Duties. The duties of the officers are as follows:

- (a) **President.** The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes, except as may be otherwise approved by the Board of Directors.
- (b) **Vice-President.** The vice-president shall act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.
- (c) **Secretary.** The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the Owners; keep appropriate current records showing the names of

the Owners together with their addresses, and shall perform such other duties as required by the Board.

- (d) Treasurer. The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare or cause to be prepared an annual budget and a statement of income and expenditures to be presented to the Owners annually, and deliver a copy of each to the Owners.
- (e) Assistant Secretaries and Assistant Treasurers. 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 secretaries and assistant treasurers in general shall perform such duties as shall be assigned them by the secretary or the treasurer, respectively, or by the president or the Board of Directors.

ARTICLE IX **COMMITTEES**

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, 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. However, no such committee shall have the authority of the Board of Directors in reference to amending, altering, or appealing the bylaws; electing, appointing, or removing any member of any such committee or any Director or officer of the Association; amending the articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Association; authorizing the voluntary dissolution of the Association or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Association; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any 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.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Association may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be Members (or if a corporation partnership or trust, any officer, director, partner or trustee duly authorized to act on its behalf) of the Association, and the president of the Association shall appoint the members thereof. Any members thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Association shall be served by such removal.

Section 3. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the members of the Association and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. Chairman. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE X **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, and shall keep at the registered or principal office a record giving the names and addresses of the Members entitled to vote. All books and records of the Association may be inspected by any Member or his agent or attorney for any proper purpose at any reasonable time. The Restrictions, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any Owner at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE XI **ASSESSMENTS**

As more fully provided in the Restrictions, each Owner is obligated to pay to the Association Annual and Special Assessments which are secured by a continuing lien upon the applicable Lot against which the Assessment is made. The authority of the Association and the Board to levy and collect Annual and Special Assessments is set out in the Restrictions. No Owner may waive or otherwise escape liability for the Assessments provided for herein by non-use of the Common Elements or by non-use and/or abandonment of its Lot.

ARTICLE XII **CORPORATE SEAL**

The Association shall have a seal in circular form having within its circumference the words: Crosby Heritage Estates Property Owner's Association, Inc. Use of the seal shall not be required in order to render an act of the Association binding on it.

ARTICLE XIII
AMENDMENTS

The Bylaws of this Association are hereby adopted by the initial Board of Directors and shall be amended or altered by a majority of the members of the Board of Directors, or their successors. In the event of a conflict between these Bylaws and the Restrictions, the Restrictions shall be deemed controlling.

ARTICLE XIV
CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 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 Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances.

Section 2. Checks and Drafts. 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 resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer, and countersigned by the President or a Vice President of the Association.

Section 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 select.

Section 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 corporation.

ARTICLE XV
WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Texas Business Organizations Code or under the provisions of the Certificate of Formation, 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.

ARTICLE XVI
NOTICE

Whenever any notice is required hereunder, the Certificate of Formation or under applicable law, that notice shall be given in writing and sent by certified mail, return receipt requested or recognized overnight delivery service such as Federal Express to the Owners, at the most current address for the Owner in the recorded of the Association. The notice shall be effective 3 days after deposited in the US Mail, postage prepaid, or the day after deposited with the recognized overnight delivery service, in each event, whether or not actually received.

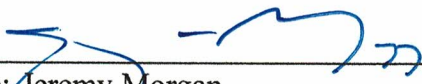
[Signature Page Follows]

DECLARANT'S CERTIFICATE OF ADOPTION

In accordance with the Restrictions, Declarant hereby adopts the foregoing Bylaws of Crosby Heritage Estates Property Owner's Association, Inc., for and on behalf of the Association.

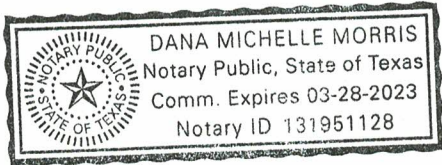
DECLARANT:

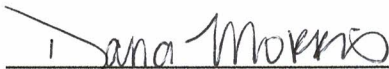
Crosby Heritage Estates, LLC,
a Texas limited liability company

By: 
Name: Jeremy Morgan
Title: Manager

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

This instrument was acknowledged before me on the 20th day of November 2020, by Jeremy Morgan, Manager of Crosby Heritage Estates, LLC, a Texas limited liability company, on behalf of said limited liability company.




Notary Public in and for the State of Texas