

Bylaws of
The Lakes in Bay Colony Homeowners' Association, Inc.

A Nonprofit Corporation

Revised May 2003

Article I
Offices

1.01 Name and Location. The name of the Corporation is The Lakes in Bay Colony Homeowners' Association, Inc. The principal office of the Corporation in the State of Texas shall be located in Galveston County. The Corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

1.02. Registered Office and Registered Agent. The Corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the Corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

Article II
Definitions

2.01. "Association" shall mean and refer to The Lakes in Bay Colony Homeowners' Association, Inc., a Texas non-profit corporation, its successors and assigns.

2.02. "Board of Directors" or "Board" shall mean and refer to the duly elected Board of Directors of the Association.

2.03. "Common Area" or "Common Properties" shall mean and refer to all those areas of land within the Properties as shown on the subdivision plat for Lakes in Bay Colony Section One, as reflected in the plat recorded in Plat Record 18, Maps 818 and 819, of the Map Records of Galveston County, Texas and to all areas of land within the Properties as shown on the subdivision plat(s) of all sections thereof which may henceforth be filed of record in the office of the County Clerk of Galveston County, Texas (hereinafter Lakes in Bay Colony). except the Lots and the public streets shown thereon, together with such other property as the Association may, at any time and from time to time , acquire by purchase or otherwise, subject, however, to the easements, limitations, restrictions, dedications and reservations applicable thereto.

2.04. "Common Facilities" shall mean and refer to all existing and subsequently provided improvements upon or within the Common Properties, and as defined in the Declaration.

2.05. "Declarant" shall mean and refer to Bay Colony Lakes, L.P., a Texas limited partnership, its successors and assigns, if such successors or assigns are specifically designated as such in a written instrument filed for record in the Official Public Records of Galveston County, Texas.

2.06. "Declaration" shall mean and refer collectively to the covenants, conditions, restrictions, reservations, easements, liens and charges imposed by or expressed in the Declaration of Covenants, Conditions and Restrictions for Lakes in Bay Colony, Section One, filed for record under Galveston County Clerk's File No. 9919024, to any and all amendments thereto, and to the Declarations of any additional properties which may hereinafter be brought within the jurisdiction of the Association.

2.07. "Lot" or "Building Plot" shall mean and refer to both to each plot of land located in the Property as shown on the subdivision plat for Lakes in Bay Colony upon which there has been or will be constructed a single family residence, and to the residence and improvements constructed or to be constructed thereon, but shall not mean or include any common area.

2.08. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration, the Articles of Incorporation, and these Bylaws.

2.09. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

2.10. "Property or Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions for Lakes in Bay Colony, Section One, and to any additional properties which may hereinafter be brought within the jurisdiction of the Association.

Article III Members

3.01 Classes and Voting Rights. Membership shall be restricted to the record owners of lots in Lakes in Bay Colony. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association. Cumulative voting is expressly prohibited. Each such person or entity owning one or more lots therein shall be entitled to membership in the corporation, which membership shall be divided into two (2) classes as follows:

Class A. Class A members shall be all Owners with the exception of the Declarant and each shall be entitled to one (1) vote for each Lot. When more than one (1) person holds an interest in any Lot, all such persons shall be members. The vote of such Lot shall be

exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any one (1) Lot.

Class B. Class B members shall be the Declarant herein, as such term is defined in Article I, Section 13 of the Declaration and Article II, Section 2.05 hereof, who shall be entitled to three (3) votes for each Lot owned.

The Class B membership (Declarant's weighted vote) ceases and converts to Class A membership upon the earlier of the following:

- (A) Seventy-five percent (75%) of the Lots are deeded to Owners; or
- (B) On January 1, 2010.

Article IV Meetings of Members

4.01. Annual Meetings. A regular annual meeting of the members shall be held each year at a time provided by the resolution of the Board of Directors. The Board of Directors may provide by resolution the time and place, either within or without the State of Texas, for the holding of additional regular meetings of the members.

4.02. Special Meetings. Special meetings of the members may be called at any time by or at the request of the President or any two Directors, or upon the written request of the members who are entitled to vote one-tenth (1/10) of all of the votes of the membership. The person or persons authorized to call special meetings of the membership shall, within thirty (30) days of receipt of a valid request for a special meeting, fix the date for holding any special meetings of the membership, and any such special meeting shall be held within ninety (90) days of receipt of a valid request.

4.03. Notice. Written notice of all meeting of the members shall be given by, or at the direction of the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, not less than fifteen (15) or more than sixty (60) days before such meeting, to each of the members entitled to vote thereat, addressed to the member's address as shown by the records of the Corporation. Such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. Such notice shall specify the place, date and hour of the meeting, and the purpose of the meeting.

4.04. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, twenty percent (20%) of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have the power to adjourn the meeting, from time to time, without notice other than an announcement at the meeting, until a quorum as aforesaid shall be present or represented.

4.05. Proxies. At all meeting of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of member's Lot. Proxies shall not be used in meetings of the Board of Directors.

4.06. Voting. Where directors are to be elected by members or any class or classes of members, such election may be conducted by mail or facsimile transmission, or any combination of the two, in such a manner as the Board of Directors shall determine. Nominees receiving the most number of votes shall be elected. Cumulative voting is expressly prohibited.

Article V Board of Directors

5.01. General Powers. The affairs of the Corporation shall be managed by its Board of Directors. Directors shall be owners of property located within the boundaries of Lakes in Bay Colony, or , may be the agent or agents of Declarant while Declarant is an owner of property located within the boundaries of Lakes in Bay Colony.

5.02. Number, Tenure, and Qualifications. At the first annual meeting, the initial three directors (position 1, position 2 and position 3) were elected by the membership. The initial director's terms were staggered: Position 1 was elected for an initial one year term, Position 2 was elected for an initial two year term, and Position 3 was elected for an initial three year term, and at each annual meeting thereafter the members shall elect directors for positions 1,2 and 3 respectively as the initial terms are completed for terms of three years. At the special meeting in 2003, the number of directors shall be increased from three (3) to five (5). The number of directors may be increased or decreased by amendment to these Bylaws, but in no event shall the number of directors be less than three. The two additional directors (Position 4 and Position 5) shall be elected by the membership. To stagger the new director's terms, Position 4 shall be elected for an initial one year term and Position 5 shall be elected for an initial two year term, and at each annual meeting thereafter the members shall elect a director for positions 4 and 5 respectively as the initial terms are completed for terms of three years. Each Director shall hold office until his successor has been elected and qualified.

5.03. Nomination of Directors. At any meeting at which the election of a director occurs, a member may nominate a person with the second of any other member. In addition to nominations made at meetings, a nominating committee shall consider possible nominees and make nominations for each election of directors. The secretary shall include the names nominated by the nomination committee, and any report of the committee, with the notice of the meeting at which the election occurs.

5.04. Election of Directors. A person who meets any qualification requirements to be a director and who has been duly nominated may be elected as a director. Directors shall be elected by the vote of the members of The Lakes in Bay Colony Homeowners' Association, Inc., a nonprofit corporation. Directors may be elected at the annual meeting

of the members, or may be elected prior to the annual meeting in a manner prescribed by the Board of Directors, pursuant to Article IV, subsection 4.06 hereof. A director may be elected to succeed himself/herself as director.

5.05. Regular Meetings. A regular annual meeting of the Board of Directors shall be held without other notice than this bylaw, immediately after, and at the same place as the annual meeting of members. The Board of Directors may provide by resolution the time and place, either within or without the State of Texas, for the holding of additional regular meetings of the Board without other notice than such resolution.

5.06. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Texas, as the place for holding any special meetings of the Board called by them.

5.07. Meeting by Telephone. The Board of Directors, and any committee of the Corporation may hold a meeting by telephone conference call procedures in which all persons participating in the meeting can hear each other. The notice of a meeting by telephone conference must state the fact that the meeting will be held by telephone as well as all other matters required to be included in the notice. Participation of a person in a conference call meeting constitutes presence of that person at the meeting.

5.08. Notice. Notice of any special meeting of the Board of Directors shall be given at least two (2) days written notice delivered personally or sent by mail, telegram, or telecopy to each Director at his address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. If notice is given by telegram or telecopy, such notice shall be deemed to be delivered when the telegram or telecopy is delivered to the telegraph company or the person. Any Director may waive notice of any meeting. 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. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board need be specified in the notice of waiver of notice of such meeting, unless specifically required by law or by these bylaws.

5.09. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

5.10. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

5.11. Vacancies. Any Vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors shall be filled by the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

5.12 Removal. Any director may be removed from office at an annual or special meeting by the vote of fifty-one percent (51%) of the total votes entitled to be cast, as set out in Article III. The membership must receive notice from the Association, acting through its Board of Directors, of any action to remove a director from office, said notice to comply with the requirements set forth in Article IV, Section 4.03 hereof. A vacancy on the Board of Directors resulting from the removal of a director by the membership must be filled by a vote of the membership, in the same manner as set forth in Article V, Section 5.04 hereof.

5.13 Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

5.14 Informal Action by Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors.

Article VI Officers

6.01. Officers. The officers of the Corporation 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. Any two or more offices may be held by the same person, except the offices of President and Secretary.

6.02. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the next regular meeting of the Board of Directors following the annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

6.03. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the

Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

6.04. Vacancies. 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.

6.05. President. The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. The President shall preside at all meetings of the members and of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have 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 bylaws or by statute to some other officer or agent of the Corporation; and in general he/she 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.

6.06. Vice President. In the absence of the President or in the event of his inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in order of their election) shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him/her by the President or Board of Directors.

6.07. 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. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article 7 of these bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

6.08. 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; give all notices in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation, and affix the seal of the Corporation to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post office address of each member; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

6.09. Assistant Treasurers and Assistant Secretaries. If required by the Board of Directors, Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and in 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 the Board of Directors.

Article VII Committees

7.01. 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 Corporation. However, no such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing the bylaws; electing, appointing, or removing any member of any such committee or any Director or officer of the Corporation; 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 Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; 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/her by law.

7.02. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation 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 of the Corporation, and the President of the Corporation 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 Corporation shall be served by such removal. An Architectural Control Committee shall be designated and appointed in accordance with the terms of Article IV of the Declaration.

7.03. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the members of the Corporation and until his/her 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.

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

7.05. 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.

7.06. 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.

7.07. 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 VIII Contracts, Checks, Deposits, and Funds

8.01. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, 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 Corporation. Such authority may be general or confined to specific instances.

8.02. 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 Corporation shall be signed by such officer or officers, agent or agents of the Corporation 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 Corporation.

8.03. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

8.04. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

8.05. Potential Conflicts of Interest. No contract or other transaction between the Association and any other corporation, and no act of the Association in relation to any other corporation shall (in the absence of fraud) be invalidated or otherwise affected by the fact that a director of the Association may be interested in or be a director or officer of the other corporation. Any director of the Association may vote upon a contract or

other transaction between the Association and any subsidiary, parent or affiliated corporation without regard to the fact that he/she may also be a director of the subsidiary, parent or affiliated corporation. Any director of the Association (or any firm or corporation of which any director may be a member) may be a party to or interested in any contract or transaction of the Association, provided that the director shall disclose such fact at any meeting of the Board of Directors at which action upon such contact or transaction shall be taken. Any director may be counted to determine the existence of the quorum at any meeting of the Board of Directors which shall authorize any such contract or transaction.

Article IX Books and Records

The Corporation 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 have 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. Upon written request to the Board of Directors, all books and records of the Corporation may be inspected by any member or his agent or attorney, for any proper purpose at any reasonable time.

Article X Fiscal Year

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

Article XI Indemnification of Officers and Directors

The Corporation shall indemnify, to the maximum extent permissible under law, including, but not limited to, Article 1396-2.22A of the Act, any officer or director or former officer or director of the Corporation, against all costs and expenses, including but not limited to attorney's fees, actually and necessarily incurred by him/her in connection with the defense of any action, suit, or proceeding in which he is made a party by reason of being or having been such officer or director, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for gross negligence or intentional misconduct, as defined and determined by the Corporation's Board of Directors, in performance of his duties, but such indemnification shall not be deemed exclusive of any other rights to which such officer or director may be entitled, under any bylaw, agreement, corporate resolution, vote of directors or members, or otherwise.

Article XII Notice

12.01. Notice by Mail or Telegram. Any notice required or permitted by the bylaws to be given to a director, officer, or member of a committee of the Corporation may be given by mail or telegram or telecopy. If mailed, a notice shall be deemed to be delivered when deposited in the United States mail addressed to the person at his or her address as it appears on the records of the Corporation, with postage prepaid. If given by telegram, a notice shall be deemed to be delivered when accepted by the telegraph company and addressed to the person at his or her address as it appears on the records of the Corporation. If transmitted by telecopy, a notice shall be deemed to be delivered when transmitted to the telecopy number for the member appearing on the records of the Corporation, or as provided to the Corporation by the member. A person may change his or her address by giving written notice to the secretary of the Corporation.

12.02. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the Corporation, 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.

12.03. Waiver of Notice by Attendance. The attendance of a person at a meeting shall constitute a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Article XIII
Amendments to Bylaws

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted, by a majority of the Directors present at any regular meeting or at any special meeting if at least five (5) days' written notice is given of an intention to amend or repeal these bylaws, or to adopt new bylaws, at such meeting. However, amendment of these bylaws requires prior approval of the United States Department of Housing and Urban Development on behalf of itself and the Department of Veterans Affairs as long as there is a Class B membership.

Approved:

LAKES IN BAY COLONY
HOMEOWNERS' ASSOCIATION, INC.

By: Michael P. Ross
MICHAEL P. ROSS
VICE PRESIDENT
(Print name and title)

Dated effective: May 1, 2003

019-66-0165

United States Department of Housing and
Urban Development on behalf of itself and
the Department of Veteran's Affairs:

By: Terry Barnes
TERRY BARNES
SUPERV. HOUSING PROGRAM SPECIALIST
(Print name and title)

Dated effective: 12/2/03

FILED AND RECORDED
OFFICIAL PUBLIC RECORDS OF REAL PROPERTY

Mary Ann Daigle

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NEALS \$35.00
Mary Ann Daigle, COUNTY CLERK
GALVESTON, TEXAS