

# TABLE OF CONTENTS

ARTICLE I		
	NAME .....	Page 1
	1.01 NAME .....	Page 1
ARTICLE II		
	DEFINITIONS .....	Page 1
	2.01 ACT .....	Page 1
	2.02 BOARD OF DIRECTORS .....	Page 1
	2.03 DECLARANT .....	Page 1
	2.04 DECLARATION .....	Page 1
	2.05 DIRECTOR .....	Page 1
	2.06 MAJORITY OF MEMBERS .....	Page 1
	2.07 MEMBER .....	Page 1
	2.08 MORTGAGEE .....	Page 1
	2.09 OWNER .....	Page 1
	2.10 PROPERTY .....	Page 1
	2.11 TOWNHOME .....	Page 2
Article III		
	Offices .....	Page 2
	3.01 PRINCIPAL OFFICE .....	Page 2
	3.02 REGISTERED OFFICE AND REGISTERED AGENT .....	Page 2
ARTICLE IV		
	MEMBERS .....	Page 2
	4.01 MEMBERSHIP .....	Page 2
	4.02 CERTIFICATES OF MEMBERSHIP .....	Page 2
	4.03 VOTING RIGHTS .....	Page 2
	4.04 TERMINATION OF MEMBERSHIP .....	Page 2
ARTICLE V		
	MEETINGS OF MEMBERS .....	Page 3
	5.01 ANNUAL MEETING .....	Page 3
	5.02 SPECIAL MEETINGS .....	Page 3
	5.03 NOTICE OF MEETINGS .....	Page 3
	5.04 QUORUM .....	Page 3
	5.05 PROXIES .....	Page 4
	5.06 VOTING BY MAIL .....	Page 4
	5.07 DECLARANT CONTROL .....	Page 4

10.01	FISCAL YEAR .....	Page 13
ARTICLE XI		
	INDEMNIFICATION .....	Page 13
11.01	INDEMNIFICATION .....	Page 13
11.02	LIABILITY INSURANCE .....	Page 14
ARTICLE XII		
	NOTICES .....	Page 14
12.01	MANNER OF NOTICE .....	Page 14
12.02	SIGNED WAIVER OF NOTICE .....	Page 14
12.03	WAIVING NOTICE BY ATTENDANCE .....	Page 14
ARTICLE XIII		
	SPECIAL PROCEDURES CONCERNING MEETINGS .....	Page 14
13.01	MEETING BY TELEPHONE .....	Page 14
13.02	DECISION WITHOUT MEETING .....	Page 15
13.03	PROXY VOTING .....	Page 15
ARTICLE XIV		
	AMENDING BYLAWS .....	Page 16
14.01	WHO MAY AMEND .....	Page 16
14.02	AMENDMENT BY MEMBERS .....	Page 16
ARTICLE XV		
	MORTGAGES .....	Page 16
15.01	NOTICE TO ASSOCIATION .....	Page 16
15.02	NOTICE OF UNPAID ASSESSMENTS .....	Page 16
ARTICLE XVI		
	OBLIGATIONS OF MEMBERS .....	Page 17
16.01	ASSESSMENTS .....	Page 17
16.02	COMPLIANCE WITH DECLARATION; COOPERATION .....	Page 17
16.03	USE OF GENERAL COMMON AREAS AND LIMITED COMMON AREAS .....	Page 17
ARTICLE XVII		
	NON-PROFIT ASSOCIATION .....	Page 17
17.01	NON-PROFIT PURPOSE .....	Page 17
ARTICLE XVIII		
	MISCELLANEOUS PROVISIONS .....	Page 17
18.01	LEGAL AUTHORITIES GOVERNING CONSTRUCTION OF BYLAWS .....	Page 17
18.02	LEGAL CONSTRUCTION .....	Page 18
18.03	HEADINGS .....	Page 18
18.04	NUMBER .....	Page 18

Article VI

Board of Directors	Page 4
6.01 MANAGEMENT OF ASSOCIATION	Page 4
6.02 NUMBER AND QUALIFICATION	Page 4
6.03 POWERS AND DUTIES	Page 5
6.04 OTHER POWERS AND DUTIES	Page 5
6.05 ELECTION AND TERM OF OFFICE	Page 6
6.06 VACANCIES	Page 6
6.07 REMOVAL OF DIRECTORS	Page 7
6.08 NOMINATING DIRECTORS	Page 7
6.09 ELECTING DIRECTORS	Page 7
6.10 REGULAR MEETINGS	Page 7
6.11 SPECIAL MEETINGS	Page 7
6.12 NOTICE	Page 7
6.13 WAIVER OF NOTICE	Page 7
6.14 QUORUM	Page 7
6.15 ACTIONS OF BOARD OF DIRECTORS	Page 8
6.16 PROXIES	Page 8
6.17 COMPENSATION	Page 8
6.18 FIDELITY BONDS	Page 8

ARTICLE VII

OFFICERS	Page 8
7.01 OFFICER POSITIONS	Page 8
7.02 TERM OF OFFICE	Page 8
7.03 REMOVAL	Page 8
7.04 VACANCIES	Page 9
7.05 PRESIDENT	Page 9
7.06 VICE-PRESIDENT	Page 9
7.07 SECRETARY	Page 9
7.08 TREASURER	Page 9

ARTICLE VIII

MANAGEMENT CONTRACT	Page 9
8.1 MANAGEMENT COMPANY	Page 9

ARTICLE IX

BOOKS AND RECORDS	Page 12
9.01 REQUIRED BOOKS AND RECORDS	Page 12
9.02 ANNUAL STATEMENT	Page 12
9.03 INSPECTION AND COPYING	Page 13
9.04 AUDITS	Page 13

ARTICLE X

FISCAL YEAR	Page 13
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18.05 SEAL ..... Page 18  
18.06 POWER OF ATTORNEY ..... Page 18  
18.07 PARTIES BOUND ..... Page 18  
CERTIFICATE OF SECRETARY ..... Page 19  
EXHIBIT "A"  
PROPERTY DESCRIPTION ..... Exhibit "A" Page 1

ARTICLE I  
NAME

1.01 NAME. The name of the organization shall be Crosby Street Townhomes Association, Inc., hereinafter called the "Association"

ARTICLE II  
DEFINITIONS

2.01 ACT. "Act" shall mean the Texas Non-Profit Corporation Act or any successor act or laws.

2.02 BOARD OF DIRECTORS. "Board of Directors" shall mean the governing body of the Association with powers as set forth in Article VI herein.

2.03 DECLARANT. "Declarant" shall mean URBAN LOFTS III, LTD, a Texas Limited Partnership, or its successors or assigns.

2.04 DECLARATION. "Declaration" shall mean the Crosby Street Townhomes Association, Inc. Declaration of Covenants, Conditions and Restrictions.

2.05 DIRECTOR. "Director" shall mean an individual designated by these By-Laws or a Member elected in accordance with these By-Laws to administer the affairs of the Association.

2.06 MAJORITY OF MEMBERS. "Majority of Members" shall mean those Members holding more than fifty percent (50%) of the votes entitled to be cast at a meeting duly called and convened.

2.07 MEMBER. "Member" shall mean an Owner of a Townhome.

2.08 MORTGAGEE. "Mortgagee" shall mean a person or entity that is listed as a beneficiary in a deed of trust granted by a Townhome Owner.

2.09 OWNER. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Townhome.

2.10 PROPERTY. "Property" shall mean and include the property described in Exhibit "A" attached hereto and incorporated by reference herein consisting of all Townhomes and all common areas and/or common elements, if applicable, together with all improvements and structures thereon and all rights, easements and appurtenances belonging thereto.

2.11 TOWNHOME. "Townhome" shall mean a lot or parcel of land with an individual dwelling unit built thereon and all appurtenances thereto including Improvements thereon.

## MEETINGS OF MEMBERS

5.01 ANNUAL MEETING. Annual meetings shall be held in October each year, the date, time, and place to be set by the Board of Directors. The Board of Directors may, however, elect to schedule the Annual Meeting at such other time as the Board of Directors shall determine. At the annual meeting, the Members will elect directors and transact any other business that may come before the meeting. If, in any year, the election of Directors is not held on the day designated for the annual meeting, or at any adjournment of the annual meeting, the Board of Directors will call a Special Meeting of the Members, as soon as possible, to elect Directors.

5.02 SPECIAL MEETINGS. It shall be the duty of the President to call a special meeting of the Members as directed by resolution of the Board of Directors or upon a petition signed by at least one-third (1/3) of the Members and presented to the Secretary of the Association. The notice of any special meeting shall state the time and place of such meeting and the purpose thereof. No business shall be transacted at a special meeting except as stated in the notice.

5.03 NOTICE OF MEETINGS. Written or printed notice of any Members' meeting, including the annual meeting, will be delivered to each Member entitled to vote at the meeting not less than ten (10) days, nor more than thirty (30) days, before the date of the meeting. The record date for determining the Members entitled to notice of any meeting of Members will be established by the Board of Directors according to Article 1396--2.11A of the Act. After fixing the record date, the Board of Directors will cause to be prepared a list of all Members entitled to notice of any meeting of Members. Notice will be given by or at the direction of the President or Secretary, or the officers or persons calling the meeting. If all of the Members meet and consent to holding a meeting, any Association action may be taken at the meeting regardless of lack of proper notice.

5.04 QUORUM. Except as otherwise provided in these By-Laws, the presence in person or by proxy of a Majority of Members shall constitute a quorum at a meeting of Members. The Members present at a duly called or held meeting at which a quorum is present may continue to transact business, even if enough Members leave so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of Members required for a quorum. If the required quorum is not present at any meeting called to act on any matter, the meeting may be recessed to be reconvened at a later date, subject to the notice requirement set forth above, and the required quorum at any such subsequent resumption of such meeting shall be one-half (1/2) of the required quorum at the preceding meeting, except that such reduction in the quorum requirements shall not be applicable if the subsequent meeting is held more than sixty (60) days following the preceding meeting.

5.05 PROXIES. A Member entitled to vote at a meeting of Members of the Association may vote by proxy. All proxies must be in writing, bear the signature of the Member giving the proxy, and must specify the date on which they are executed. No proxy is valid after 11 months from the date of its execution, unless the proxy specifically states a later date. Proxies are not valid if they purport to be valid to an indefinite date in the future or if they purport to be valid for more than five years from their date of execution.

### ARTICLE III OFFICES

3.01 PRINCIPAL OFFICE. The Association's principal office in Texas shall be located at 2472 Bolsover, Suite 240, Houston, Texas 77005. The Association may have such other offices, in Texas or elsewhere, as the Board of Directors may determine. The Board of Directors may change the location of any office of the Association.

3.02 REGISTERED OFFICE AND REGISTERED AGENT. The Association will maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Association's principal office in Texas. The Board of Directors may change the registered office and the registered agent as permitted in the Texas Non-Profit Association Act.

### ARTICLE IV MEMBERS

4.01 MEMBERSHIP. Any person, firm, corporation, or other entity on becoming an Owner of a Townhome shall automatically become a Member of this Association and be subject to the Articles of Incorporation, these By-Laws, and all rules and regulations duly adopted in connection therewith, provided however that multiple Owners of a Townhome shall collectively be deemed to be a single member and such membership shall not be divided.

4.02 CERTIFICATES OF MEMBERSHIP. No certificates of stock shall be issued by the Association, but the Board of Directors, if it so elects, may issue one (1) membership card per Member. Such membership card shall be surrendered to the Secretary of the Association whenever ownership of title to the Townhome designated thereon is terminated.

4.03 VOTING RIGHTS. Townhome ownership shall entitle the Owner(s) to cast one (1) vote per Townhome in the affairs of the Association. Voting shall not be split among more than one (1) Owner of a Townhome.

4.04 TERMINATION OF MEMBERSHIP. Membership shall terminate without any formal Association action at such time that such person or persons or entity ceases to own such Townhome. Such termination shall not relieve or release any such former Owner from any liability or obligation incurred under or in any way connected with the Association, the Property or his Townhome during the period of such Ownership and Membership in this Association, or impair any rights or remedies which the Association or others may have against such former Owner and Member arising out of or in any way connected with such Ownership and Membership and the covenants and obligations incident thereto.

### ARTICLE V

5.06 VOTING BY MAIL. The Board of Directors may authorize Members to vote by mail on the election of directors and officers or on any other matter upon which the Members may vote.

5.07 DECLARANT CONTROL. Notwithstanding any provision herein to the contrary, and in accordance with the Declaration, Declarant shall retain control over management of the affairs of the Association until the earlier of (i) December 31, 2004, (ii) upon sale of seventy-five percent (75%) of the Townhomes situated or to be situated upon the Property, or (iii) when in the sole opinion of the Declarant the management of the Property and the Association is viable and self-supporting.

## ARTICLE VI BOARD OF DIRECTORS

6.01 MANAGEMENT OF ASSOCIATION. The Board of Directors will manage all Association affairs.

6.02 NUMBER AND QUALIFICATION. The affairs of the Association shall be governed by a Board of Directors composed of not less than three (3) persons. The Board of Directors may be increased to more than three (3) Directors upon a vote of a Majority of Members. The following persons are designated as the initial Board of Directors and shall manage the affairs of the Association until their successors are elected, to-wit:

NAME	ADDRESS
Larry S. Davis	2472 Bolsover, Suite 240 Houston, Texas 77005
Sherry File Davis	2472 Bolsover, Suite 240 Houston, Texas 77005
Joel Davis	2472 Bolsover, Suite 240 Houston, Texas 77005

6.03 POWERS AND DUTIES. The Board of Directors shall have the powers and duties necessary for the administration of the affairs of the Association and for the operation and maintenance of the Property. The Board of Directors may do all such acts and things that are not by these By-Laws, the Declaration, the Texas Property Code, the Act, or other applicable law, rule or regulation directed to be exercised and done by the Members.

6.04 OTHER POWERS AND DUTIES. Without limitation of the powers and duties of the Board of Directors set forth in Section 6.03 above, the Board of Directors shall have the following powers and duties:



- A. To administer and enforce on behalf of the Association the covenants, conditions, restrictions, uses, limitations, obligations and all other provisions set forth in the Declaration.
- B. To establish, make and enforce compliance with rules necessary for the orderly operation, use and occupancy of the Property and the Association. (A copy of such rules and regulations shall be delivered or mailed to each Member promptly upon the adoption thereof.)
- C. To keep in good order, condition and repair all of the General and Limited Common Areas (if any) and all items of personal property used in the enjoyment of the Property.
- D. To insure and keep insured all of the insurable Common Areas of the Property in an amount equal to their replacement value, as provided in the Declaration; further to obtain and maintain comprehensive liability insurance covering the Property in amounts as may be determined by the Board of Directors; To insure and keep insured all the fixtures, equipment and personal property acquired by the Association for the benefit of the Association, the Owners of Townhomes and their Mortgagees.
- E. To fix, determine, levy and collect the assessments to be paid by each of the Members; and by majority vote of the Board of Directors to adjust, decrease or increase the amount of the assessments subject to provisions of the Declaration; to levy and collect special assessments in order to meet increased operating or maintenance expenses or costs and additional capital expenses. All monthly or other assessments shall be in itemized statement form and shall set forth in detail the various expenses for which the assessments are being made.
- F. To collect delinquent assessments in accordance with law, including (if legally permitted) by non judicial foreclosure, suit or otherwise and to enjoin or seek damages from an Owner, as provided in the Declaration and these By-Laws.
- G. To protect and defend the Property from loss and damage by suit or otherwise.
- H. To enter into contracts within the scope of their duties and power.
- I. To establish a bank account for the common treasury for all separate funds which are required or may be deemed advisable by the Board of Directors.

- J. To keep and maintain full and accurate books and records showing all of the receipts, expenses and disbursements and to permit examination thereof at any reasonable time by each of the Members and any Mortgagee of a Townhome and if so determined by the Board of Directors, to cause a complete audit of the books and accounts by a competent certified public accountant.
- K. To meet at least once each quarter, unless the Board determines by Majority vote to meet less frequently, but in any event, at least once per year.
- L. To designate the personnel necessary for the maintenance and operation of the General and Limited Common Areas.
- M. In general, to carry on the administration of this Association and to do all of those things, necessary and reasonable, in order to carry out the communal aspect of the Property.

6.05 ELECTION AND TERM OF OFFICE. At the first annual meeting of the Association, Directors shall be elected for a term of office fixed at one (1) year. Additional Directors added to the Board pursuant to Section 6.02 shall be elected at the next annual meeting of Members unless otherwise determined by majority vote at a duly called and conveyed meeting of the Members. At the expiration of the initial term of office of each respective Director, his successor shall be elected to serve a term of one (1) year, provided however that the persons acting as Directors shall hold office until their successors have been elected and hold their first meeting.

6.06 VACANCIES. Vacancies on the Board of Directors caused by any reason other than the removal of a Director by a vote of the Association shall be filled by vote of the majority of the remaining Directors, even though they may constitute less than a quorum. Each Director so elected shall serve out the remaining term of his predecessor.

6.07 REMOVAL OF DIRECTORS. At any regular or special meeting duly called, any one (1) or more of the Directors may be removed with or without cause by a Majority of Members, and a successor shall then and there be elected to fill the vacancy thus created. Any Director whose removal has been proposed by any Member shall be given an opportunity to be heard at the meeting. Any director who fails to attend two (2) consecutive Board of Directors meetings for which he was properly noticed (without a medical excuse or other reason deemed reasonable by the remaining Directors), may be removed by the Board of Directors and a successor elected by the Board of Directors.

6.08 NOMINATING DIRECTORS. At any meeting at which the election of a Director is held, any Member may nominate a person with the second of any other Member.

6.09 ELECTING DIRECTORS. A person who has been duly nominated may be elected as a Director. Directors will be elected by the vote of a Majority of those Members present at a meeting

in person or by proxy. A Director may be elected to succeed himself or herself as Director. Directors will be elected at the annual meeting of the Members.

6.10 REGULAR MEETINGS. The Board of Directors shall provide for regular meetings by resolution stating the time and place of such meetings. The meetings will be held at the Association's registered office in Texas if the resolution does not specify the location of the meetings. No notice of regular Board of Directors meetings is required other than a Board of Directors resolution stating the time and place of the meetings.

6.11 SPECIAL MEETINGS. Special Board of Directors meetings may be called by, or at the request of, the President or any two Directors. The person or persons calling a special meeting will inform the Secretary of the Association of the information to be included in the notice of the meeting. The Secretary of the Association will give notice to the Directors as these Bylaws require.

6.12 NOTICE. Written or printed notice of any special meeting of the Board of Directors will be delivered to each Director not less than seven (7) days, nor more than thirty (30) days, before the date of the meeting. The notice will state the place, day, and time of the meeting; who called it; and the purpose or purposes for which it is called.

6.13 WAIVER OF NOTICE. Before or at any meeting of the Board of Directors, any Director may in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board of Directors shall be a waiver of notice by him of the time and place thereof. If all the Directors are present at any meeting of the Board of Directors, no notice shall be required and any business may be transacted at such meeting.

6.14 QUORUM. A majority of the number of Directors then in office constitutes a quorum for transacting business at any Board of Directors meeting. The Directors present at a duly called or held meeting at which a quorum is present may continue to transact business even though Directors may leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of Directors required for a quorum. If a quorum is never present at any time during a meeting, a majority of the Directors present may recess and reconvene the meeting once with notice to all Directors.

6.15 ACTIONS OF BOARD OF DIRECTORS. The vote of a majority of Directors present and voting at a meeting at which a quorum is present shall constitute the act of the Board of Directors, unless the act of a greater number is required by law or by other provision of these Bylaws. A Director who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the Board of Directors's decision. For the purpose of determining the decision of the Board of Directors, a Director who is represented by proxy in a vote is considered present.

6.16 PROXIES. A Director may vote by proxy. All proxies must be in writing, must bear the signature of the Director giving the proxy, and must bear the date on which the proxy was executed by the Director. No proxy is valid after three (3) months from the date of its execution.

6.17 COMPENSATION. Directors may not receive salaries for their services, unless approved by a Majority of the Members. Provided however, that Directors shall be reimbursed for reasonable expenses incurred in their capacities as Directors of the Association.

6.18 FIDELITY BONDS. The Board of Directors may require that all Officers and employees of the Association handling or responsible for Association funds shall furnish adequate fidelity bonds. The premium on such bonds shall be paid by the Association.

## ARTICLE VII OFFICERS

7.01 OFFICER POSITIONS. The Association's officers will be a President, Vice-President who shall act in the absence of the President, Secretary, and Treasurer, all of whom shall be elected by the Board of Directors. The same person may hold any two or more offices and any officer may also be a Director.

7.02 TERM OF OFFICE. Each officer will hold office for a term of one (1) year or until a successor is duly selected and qualifies, whichever is later. An officer may be elected to succeed himself or herself in the same office.

7.03 REMOVAL. Any officer elected by the Board of Directors may be removed by the Board of Directors with or without cause.

7.04 VACANCIES. The Board of Directors shall select a person to fill a vacancy in any office for the unexpired portion of the officer's term.

7.05 PRESIDENT. The President shall be the chief executive officer of the Association. He shall preside at all meetings of the Association. He shall have all the general powers and duties which are usually vested in the office of president of a non-profit corporation in the State of Texas, including, but not limited to, the power to appoint committees from among the Members, Officers or Directors to assist in the administration of the affairs of the Association.

7.06 VICE-PRESIDENT. When the President is absent, cannot act, or refuses to act, a vice president shall perform the president's duties. When acting in the President's place, the Vice-President has all the powers of, and is subject to all the restrictions on the President. A Vice-President shall perform other duties as assigned by the President or the Board of Directors.

7.07 SECRETARY. The Secretary shall keep the minutes of all meetings of the Board of Directors and the minutes of all meetings of the Association. He shall have charge of such books and papers as the Board of Directors may direct; and he shall, in general, perform all the duties incident to the office of the Secretary. The Secretary shall compile and keep up to date at the principal office of the Association a complete list of Members, Officers and Directors and their last known addresses as shown on the records of the Association. Such list shall show opposite each Member's name, the

number of Members and/or other individuals living in the Townhome. Such list shall be open to inspection by Members and other persons lawfully entitled to inspect the same at reasonable times during regular business hours.

7.08 TREASURER. The Treasurer shall receive and deposit in appropriate bank accounts all money of the Association and shall disburse such funds as directed by resolution of the Board of Directors provided, however, that a resolution of the Board of Directors shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board of Directors and approved by the Association, including authority to: sign all checks of the Association; keep proper books of account; cause an annual statement of the Association's books to be made at the completion of each fiscal year; prepare an annual budget and a statement of income and expenditures to be presented to the Members at the annual meeting, and deliver a copy of each to the Members; and perform all other duties assigned to him by the Board of Directors.

## ARTICLE VIII MANAGEMENT CONTRACT

8.1 MANAGEMENT COMPANY. The Board of Directors may enter into a management agreement with a management company at a rate of compensation agreed upon by the Board of Directors. In accordance with the Declaration and these By-Laws, the management company shall have, but shall not be limited to, the following functions, duties and responsibilities:

### A. Fiscal Management.

- (1) Prepare annual operating budget detailed to reflect expected operation for each month. This budget is established to show expected recurring receipts and operating disbursements. It is further used for comparison with actual monthly income and expenditures.
- (2) Prepare sinking fund reserve budget projections for capital expenditures on items recurring only periodically, i.e., painting, etc., for Common Areas.
- (3) Prepare monthly operating and cash position statements and statements concerning sinking fund reserve accounts.
- (4) Analyze and compare operating receipts and disbursements against the Board of Directors-approved budget. Suggest corrective recommendations, if applicable.
- (5) Collect maintenance fees and special assessments; deposit them in checking, savings or other income producing accounts on behalf of the Board of Directors and maintain comprehensive records thereof.

Establish individual checking and sinking fund reserve accounts, as directed by the Board of Directors.

- (6) Mail notices of delinquency to any Member in arrears, and exert reasonable, legal effort to collect delinquent accounts.
- (7) Examine all expense invoices for accuracy and pay all bills in accordance with the terms of the property management agreement.
- (8) Prepare year-end statement of operations for Members.

#### B. Physical Management.

- (1) Assume full responsibility for maintenance and control of Common Area improvements and equipment, including all sanitary, storm sewer, and potable water service lines. Maintain the Property in constant repair to reflect Owner pride and to insure high property values in accordance with the provisions of the operating budget, as approved by the Board of Directors.
- (2) Enter into contracts and supervise services for landscaping care, refuse hauling, maintenance, etc., as approved operating budgets.
- (3) Select, train and supervise competent personnel, as directed by the Board of Directors.
- (4) Compile, assemble and analyze data; and prepare specifications and call for bids for major improvement projects. Analyze and compare bids, issue contracts and coordinate the work; maintain close and constant inspection to insure that work is performed according to specifications.
- (5) Perform any other projects with diligence and economy in the Association's best interests.

#### C. Administrative Management.

- (1) Inspect contractual services for satisfactory performance. Prepare any necessary compliance letters to Vendors.
- (2) Obtain and analyze bids for insurance coverage specified in By-Laws, recommend modifications or additional coverages. Prepare claims when required and follow upon payment; act as Board of Directors's representative in negotiating settlement.

- (3) Exercise close liaison and supervision over all personnel to insure proper operational maintenance and to promote good Management-Resident-Owner relationships.
- (4) Act as liaison for the Association in any negotiations or disputes with local, federal or state taxing agencies or regulatory bodies.
- (5) Exercise close supervision over hours and working conditions of employed personnel to insure compliance with Wage and Hour and Workman's Compensation Laws.
- (6) Assist in resolving individual Member's or Occupant's problems as they pertain to the Association, Common Areas and governing rules and regulations.
- (7) Represent an absentee Owner when requested.
- (8) Administer the Project in such a way as to promote a pleasant and harmonious relationship within the complex for all Members, Residents and Tenants alike.

## ARTICLE IX BOOKS AND RECORDS

9.01 REQUIRED BOOKS AND RECORDS. The Association will keep correct and complete books and records of account. The books and records include:

- A. A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Association, including but not limited to the Articles of Incorporation, and any Articles of Amendment, Restated Articles, Articles of Merger, Articles of Consolidation, and Statement of Change of Registered Office or Registered Agent.
- B. A copy of all bylaws, including these Bylaws, and any amended versions or amendments to them.
- C. Minutes of the proceedings of the Members and Board of Directors
- D. A list of the names and addresses of the Members, Directors, and Officers of the Association.
- E. A financial statement showing the Association's assets, liabilities, and net worth at the end of the three (3) most recent fiscal years.