

**BYLAWS
of the
BEAR BRANCH VILLAGE COMMUNITY ASSOCIATION**

NOTE: THIS IS A RETYPED VERSION OF THE ORIGINAL OF THE BYLAWS RECORDED IN THE OFFICIAL PUBLIC RECORDS OF REAL PROPERTY OF
HARRIS COUNTY, TEXAS

**BYLAWS OF THE
BEAR BRANCH VILLAGE COMMUNITY ASSOCIATION**

**ARTICLE I
NAME AND LOCATION**

The name of the corporation is Bear Branch Village Community Association, hereinafter referred to as the "Association." The principal office of the corporation shall be located at 1600 Dresser Tower, 601 Jefferson Street, Houston, Texas, but meetings of members 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**

Section 1. "Association" shall mean and refer to Bear Branch Village Community Association, its successors, and assigns.

Section 2. "Owner" shall mean and refer to the record Owner, whether one or more persons or entities, of a fee simple title to any Lot, Parcel, Apartment, or tract of Commercial Land that is a part of the Properties, including contract sellers but excluding those having such interest merely as security for the performance of an obligation.

Section 3. "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions, and Restrictions and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 4. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

Section 5. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception, however, of any Parcel, Apartment, Commercial Land, public school land, church land, any Common Area, and all unrestricted reserves until such time as the use of said unrestricted reserves shall be defined by a deed or other legal instrument of record in the office of the County Clerk of Harris County, Texas.

Section 6. "Parcel" shall mean and refer to any residential townhouse or patio house on land situated within the Properties and which land is made subject to residential townhouse or patio house use restriction by virtue of a deed or other legal instrument of record in the office of the County Clerk of Harris County, Texas.

Section 7. "Apartment" shall mean and refer to any residential living unit in an apartment building on land situated within the Properties and which land is made subject to residential apartment use

restriction by virtue of a deed or other legal instrument of record in the office of the County Clerk of Harris County, Texas.

Section 8. "Commercial Land" shall mean and refer to any plot of land restricted to commercial use or any plot of land within the boundaries of the Properties that is subject to a commercial use restriction by virtue of a deed or other legal instrument of record in the office of the County Clerk of Harris County, Texas.

Section 9. "Declarant" shall mean and refer to Friendswood Development Company and King Ranch, Inc., its successors, and assigns if such successors or assigns should acquire the property from the Declarant for the purpose of development.

Section 10. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

Section 11. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions, and Restrictions applicable to the Properties recorded in the office of the County Clerk of Harris County, Texas.

ARTICLE III MEETING OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the members shall be held within one year from the date of incorporation of the Association, and each subsequent regular annual meeting of the members shall be held on the same day of the same month of each year thereafter at the hour of 7:00 PM. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the president or by the Board of Directors or upon written request of the members who are entitled to vote one-fourth of all of the votes of the Class A membership.

Section 3. Notice of Meetings. Written notice of each 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 paid, at least 15 days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day, and hour of the meeting and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the vote 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 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 be represented.

Section 5. Proxies. At all meetings 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 his/her Lot or Commercial Land.

ARTICLE IV

BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of nine directors who need not be members of the Association.

Section 2. Term of Office. At the first annual meeting, the members shall elect three directors for a term of one year, three directors for a term of two years, and three directors for a term of three years; and at each annual meeting thereafter, the members shall elect three directors for a term of three years.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation, or removal of a director, his/her successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his/her predecessor.

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

Section 5. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting that they could take at a meeting by obtaining a 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 V

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairperson, who shall be a member of the Board of Directors, and two more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members to serve from the close of such annual meeting until the close of the next annual meeting, and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among members or non-members.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election, the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly without notice 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.

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 days' notice to each director.

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. The Board of Directors shall have power to:

- a) Adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof
- b) Suspend the voting rights and right to use of the recreational facilities of a member during any period in which such member 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 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 and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration
- 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 consecutive regular meetings of the Board of Directors
- e) Employ a manager, an independent contractor, or such employees as they deem necessary and to prescribe their duties

Section 2. Duties. It shall be the duty of the Board of Directors to:

- a) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members or at any special meeting when such statement is requested in writing by one-fourth of the Class A members who are entitled to vote
- b) Supervise all officers, agents, and employees of this Association, and to see that their duties are properly performed
- c) As more fully provided in the Declaration, to:
 1. Fix the amount of the annual assessment against each Lot, Parcel, Apartment, and tract of Commercial Land at least 30 days in advance of each annual assessment period
 2. Send written notice of each assessment to every Owner subject thereto at least 30 days in advance of each annual assessment period
 3. Foreclose the lien against any property for which assessments are not paid within 30 days after the due date or to bring an action at law against the Owner personally obligated to pay the same
- d) 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. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment
- e) Procure and maintain adequate liability and hazard insurance on property owned by the Association
- f) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate
- g) Cause all streets within the Properties to be swept and lighted and all of the esplanades within such streets and all the Common Area and recreational facilities owned by the Association to be maintained from the funds received through the annual assessment, and which assessments funds that are made available for such street sweeping and lighting and esplanade and Common Area and recreational facility maintenance shall be apportioned and expended in an equitable manner over the entire applicable street and esplanade area and all of the Common Area and recreational facilities owned by the Association

ARTICLE VIII OFFICERS AND THEIR DUTIES

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

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term. The officers of this Association shall be elected annually by the Board, and each shall hold office for one year unless he/she shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs 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 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, the president, or the secretary. Such resignation shall take effect on the date of receipt of such notice or any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. 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/she replaces.

Section 7. 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 offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

1. 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 promissory notes.
2. Vice President: the vice president shall act in the place and stead of the president in the event of his/her absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required of him/her by the Board.
3. 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 members; keep appropriate current records showing the members of the Association together with their addresses; and shall perform such other duties as required by the Board.
4. 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 promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a competent accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting and deliver a copy of each to the members.

**ARTICLE IX
COMMITTEES**

The Association shall appoint a Nominating Committee, as provided in these Bylaws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

**ARTICLE X
BOOKS AND RECORDS**

The books, records, and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation, and the Bylaws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at a reasonable cost.

**ARTICLE XI
ASSESSMENTS**

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments that are secured by a continuing lien upon the property against which the assessment is made. Any assessments that are not paid when due shall be delinquent. If the assessment is not paid within 30 days after the due date, the assessment shall bear interest from the date of delinquency at the highest rate of interest per annum allowed in the State of Texas, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by nonuse of the services as stated in Article IV, Section 2, of the Declaration or by nonuse of the streets or Common Area or abandonment of his/her Lot, Parcel, Apartment, or tract of Commercial Land.

**ARTICLE XII
CORPORATE SEAL**

The Association shall have a seal in circular form having within its circumference the words "BEAR BRANCH VILLAGE COMMUNITY ASSOCIATION."

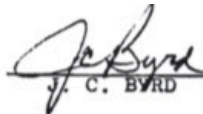
**ARTICLE XIII
AMENDMENTS**

Section 1. These Bylaws may be amended at a regular or special meeting of the members by a vote or a majority of a quorum of members present in person or by proxy, except that the Federal Housing Administration or the Veterans Administration shall have the right to veto amendments while there is Class B membership.

Section 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

**ARTICLE XIV
MISCELLANEOUS**

The fiscal year of the Association shall begin on the 1st day of July and end on the 30th day of June every year, except that the first fiscal year shall begin on the date of incorporation.



J. C. BYRD

RDS



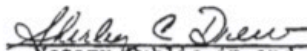
D. H. GREGG



J. D. BRUTON

STATE OF TEXAS I
 I
COUNTY OF HARRIS I

I, Shirley C. Drew, a Notary Public, do hereby certify that on this 21st day of October, 1974, personally appeared before me, J. C. BYRD, who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator and that the statements therein contained are true.

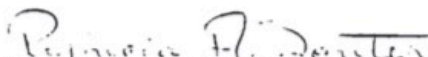


Notary Public in and for
Harris County, Texas

SHIRLEY C. DREW
Notary Public in and for Harris County, Texas
My Commission Expires 6-1-75

STATE OF TEXAS I
 I
COUNTY OF HARRIS I

I, PATRICIA A. SOUTER, a Notary Public, do hereby certify that on this 21st day of October, 1974, personally appeared before me, D. H. GREGG, who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator and that the statements therein contained are true.



Notary Public in and for
Harris County, Texas
PATRICIA A. SOUTER

STATE OF TEXAS |
 |
COUNTY OF HARRIS |

I, Shirley C. Drew, a Notary Public, do hereby certify that on this 21st day of October, 1974, personally appeared before me, J. D. BRUTON, who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator and that the statements therein contained are true.

Shirley C. Drew
Notary Public in and for
Harris County, Texas

SHIRLEY C. DREW
Notary Public in and for Harris County, Texas
My Commission Expires 6-1-75