

BYLAWS OF WESTWOOD LANDOWNERS ASSOCIATION, INC.

A NON-PROFIT CORPORATION

406 Mackintosh

Magnolia, Texas 77354

Amended July 2010

(all amendments shown in bold lettering)

ARTICLE 1

OFFICES

Principal Office

- 1.01. The principal office of the corporation in the State of Texas shall be located at 406 Mackintosh, Magnolia, Texas 77354. 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.

Registered Office and Registered Agent

- 1.02 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 2

MEMBERS

Classes of Members

- 2.01. The corporation shall have one (1) class of members. Each property owner in Westwood Subdivisions One, Two, Three and Four will automatically qualify for membership in the Westwood Land Owners Association, Inc. However it is specifically understood that each lot has one (1) vote regardless of who owns said lot. (If an owner has more than one lot, he shall be entitled to one (1) vote for each lot.)
- 2.02. Each property owner in Westwood Subdivisions One, Two, Three and Four shall become a member of the Westwood Land Owners Association, Inc., by notifying the committee in writing of his desire to be a part of the corporation, or automatically if a property owner shall attend any meeting.

Voting Rights

- 2.03. Each member shall be entitled to one (1) vote, for each full lot owned in Westwood Subdivisions One, Two, Three and Four, on each matter submitted to a vote of the members. Members must be in good standing with all maintenance fees at the time of the elections.
- 2.04. Membership in this corporation is not transferable or assignable.
- 2.05. Prior to the sale of 100% of the lots in Westwood Subdivisions One, Two, Three and Four, the Westwood Land Owners Association, Inc., may designate certain persons who will be members of the corporation.

PETITIONS FOR GENERAL ELECTIONS

- 2.06 The Board of Directors may be petitioned to **affect** an election for the purpose of changing the governance of the Westwood Landowners Association (WWLOA). These changes may be in the by-laws or in a specific action or procedure instituted by the board, or in the general activities conducted by the WWLOA.

Such petitions shall be subject to all of the following requirements:

1. The petition shall contain at least **1000** valid signatures.
2. All signatures must be dated.
3. No date may be more than three months old.
4. One signature per property owner, whether common, joint or multiple. (In other words, a married couple counts as one signature, regardless of how

many properties they own. Similarly, a singular owner has only one signature allowed for all owned properties.)

5. All signatures will be subject to validation by the Board of Directors.

ARTICLE 3

MEETINGS OF MEMBERS

Annual Meeting

- 3.01. An annual meeting of the members shall be held on the second Saturday of June in each year, beginning with the year 1992, at the hour of 10:00 o'clock A.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 Saturday.** 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.

Special Meeting

- 3.02. Special meetings of the members may be called by the President of the Board of Directors, or not less than one-tenth (1/10th) of the members having voting rights.

Place of Meeting

- 3.03. The Board of Directors may designate any place, either within or without the State of Texas, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Texas; but if all of the members shall meet at any time and place, either within or without the State, and consent for the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting, any corporate action may be taken.

Notice of Meetings

- 3.04. Written, printed **or emailed** notice stating the place, day, and hour of any meeting shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than ten (10) nor more than fifty (50) days before the date of such meeting, or by posting notice of such meeting in a prominent location in the Westwood Subdivisions not less than ten (10) nor more than fifty (50) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a

meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

Informal Action by Members

- 3.05. Any action required by law to be taken at a meeting of the members or any action which may be taken at a meeting of the members may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Quorum

- 3.06. Fifty-one percent (51%) of the votes which may be cast at any meeting shall constitute a quorum at such meeting.

Voting by Absentee Ballot

- 3.07. **At least 30 days before the starting date of the annual meeting, the Secretary (or his or her designee) shall mail to all members a paper absentee ballot (hereinafter “absentee ballot”) containing the names of the official candidates under Article 3 Section 3.09 (a), and any candidates who have self nominated under Article 3 Section 3.09 (b). Candidate names for each position or set of positions shall be listed in alphabetical order by last name.**
- (a) Each member shall vote for officers and director-at-large positions in one of only two ways: 1) by return mailing the absentee ballot to the address shown on the absentee ballot, or, 2) in person at the annual meeting. An absentee ballot must be received by the Secretary (or his or her designee) no later than seven days before the starting date of the annual meeting. Absentee ballots shall be sent to the Secretary (or his or her designee) by a process that ensures the secrecy of the ballot. Any absentee ballot received after that deadline is void and shall not be counted. Any absentee ballot received without a sufficient means of identifying the member who cast it is void and shall not be counted. Any member voting by valid absentee ballot shall be ineligible to vote in person at the annual meeting. All valid absentee ballots shall be tallied by the Secretary, or, his/her designees, at the annual meeting and then added to any in-person votes recorded at the annual meeting. Winners shall be determined by majority vote.**
- (b) Anything in this Article 3, Section 3.07 to the contrary notwithstanding, if there is no contest for any officer or director-at-large position, as**

described in Article 4, no absentee ballots shall be mailed to the members for the election for that position.

Nominations

3.09 (a) By a Nominating Committee appointed by the Board of Directors. The nominating committee shall designate at least one candidate for each available position. In arriving at its conclusions, the nominating committee shall solicit nominations from the membership. The nominating committee shall report the nominees to the Board of Directors at least 90 days before the starting date of the annual meeting. The nominees shall then become the official candidates for the positions for which they were nominated.

(b) By Self-Nomination. Any Association member may file a self-nomination with the Secretary (or his or her designee) for any officer or director-at-large position. The period for receipt by the Secretary (or his or her designee) of each self-nominations shall begin 90 days before the starting date of the annual meeting and shall close 60 days before the starting date of the annual meeting. Thereafter no further self-nominations shall be permitted. The notice of self-nominations must be in writing. It is the sole responsibility of the member filing a self-nomination to assure its receipt.

ARTICLE 4

BOARD OF DIRECTORS

General Powers

4.01. The affairs of the corporation shall be managed by its Board of Directors.

Number, Tenure and Qualifications

4.02. The number of Directors shall be five (5). Each Director shall hold office until the next annual meeting of members and until his successor shall have been elected and qualified. All Directors must be members in good standing with all maintenance fees paid at the time of elections. No more than one family member shall preside on the Board at one time. Board members must be able to pass a criminal background check, and he/she shall not have a felony on their record. **Terms shall go thru fiscal year July 1 thru June 30.**

Starting with the Westwood Board of Directors elected at the June 21, 1997 annual meeting of the Westwood Landowners Association, the terms of offices will be as follows:

President and Treasurer - one year term starting from June 21, 1997.

Vice-President and Secretary - two year term starting from June 21, 1997.

Member at Large - three year term starting from June 21, 1997.

At the end of the above stated terms, all office positions will have a term of 2 years. The purpose of this resolution is to stagger the terms of the office holders so that there will always be someone on the board who was on the board the previous year in order to allow for an orderly flow of information. This resolution was also approved by the Westwood Landowners at the Westwood Landowners Association annual meeting held on June 21, 1997.

Any office term that has expired can be filled by any land owner elected to that office including the current office holder if re-elected at the annual meeting of the Westwood Landowners Association.

Regular Meetings

4.03. 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, within the State** of Texas, for the holding of additional regular meetings of the Board without other notice than such resolution.

Special Meetings

4.04. Special meetings of the Board of Directors may be called by or at the request of the President and 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.

Notice

- 4.05. Notice of any special meeting of the Board of Directors shall be given at least two (2) days previously thereto by written notice delivered personally or sent by mail or telegram to each Director at his address as shown by the records of the corporation. 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 or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Quorum

- 4.06. 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.

Manner of Acting

- 4.07. The act of 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 laws.

Vacancies

- 4.08. 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.

Compensation

- 4.09. Directors as such shall not receive any salaries for their services.**

Informal Action by Directors

- 4.10. 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 5

Officers

- 5.01. The officers of the corporation shall consist of the members of the Board of Directors serving as President, one Director serving as Vice-President, one Director serving as Secretary, one Director serving as Treasurer, and one Director as Member at Large.

Election and Term of Office

- 5.02. The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. 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 officers 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 been qualified.

Removal

- 5.03. 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.

Vacancies

- 5.04. 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.

ARTICLE 6

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Contracts

- 6.01. 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 or specific instances.

Checks and Drafts

- 6.02. 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 the Board of Directors. Any instrument in excess of **\$500** shall require the signature of at least two officer's of the corporation.

Deposits

- 6.03. 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.

Gifts

- 6.04. 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.

Maintenance Fees for Seniors over 65

- 6.05. All Maintenance Fees for landowners over the age of 65 and **or disabled, as defined by social security administration**, are frozen at the rate which is in the place at the time of purchase of property or when the landowner reaches the age of 65 whichever is later.

Maintenance Fee Increases

- 6.06 All Maintenance fee increases above 5% of the current rate must be approved by the voting membership.

Capital Expenditures

- 6.07 Capital expenditures greater than 10% of the current budget must be approved by the voting membership.

ARTICLE 7

CERTIFICATE OF MEMBERSHIP

Certificates of Membership

- 7.01. The Board of Directors may provide for the issuance of certificates evidencing membership in the corporation, if any are provided by the Board, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or a Vice President and by the Secretary or an Assistant Secretary and shall be sealed with the seal of the corporation. All certificates evidencing membership of any class shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued there for on such terms and conditions as the Board of Directors may determine.

ARTICLE 8

BOOKS AND RECORDS

- 8.01. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceeds 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 corporation may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE 9

FISCAL YEAR

- 9.01. The fiscal year of the corporation shall begin on the first day of July and end on the last day in June in each year.

ARTICLE 10

WAIVER OF NOTICE

- 10.01. 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.

ARTICLE 11

AMENDMENTS TO BYLAWS

- 11.01. 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 two day's written notice is given of an intention to alter, amend, or repeal these bylaws or to adopt new bylaws at such meeting.

ARTICLE 12

PURPOSE

12.01. The Westwood Land Owners Association, Inc., is formed for the express purpose of interpreting and enforcing the restrictions and covenants covering Westwood Subdivisions One, Two, Three and Four, and said corporation shall be vested with the following powers, duties and functions, to-wit:

- (1) To collect and expend, in the interest of all lots subject to the jurisdiction of said committee as a whole, the maintenance charges hereinafter established, created and levied.
- (2) To interpret and enforce the Restrictions and Covenants of Westwood Subdivisions One, Two, Three and Four, and of any and all other Westwood Additions made subject to the jurisdiction of said committee by appropriate proceedings, provided, however, that the power to enforce these restrictions and covenants is not intended to be and shall not be exclusive and may be exercised by any other person or persons vested with the right to enforce such restrictions and covenants.
- (3) To enforce any lien imposed on any lot subject to jurisdiction of such committee given and created to secure the payment of the maintenance charges hereinafter levied upon the default in payment of the same.
- (4) To approve or reject plans and specifications and to issue building permits for Improvements to be erected upon any lot subject to the jurisdiction of the committee. These functions will be conducted by the corporations Board of Directors with the membership's power being limited to electing and removing members of the Board of Directors.

12.02. This corporation shall never provide support for, lend facilities, services, or monies to any political campaign or activity.