

# Amended By-Laws

Prestonwood Forest Maintenance Association

## AMENDED AND RESTATED BY-LAWS

### ARTICLE I

#### NAME AND LOCATION

The name of the Corporation is PRESTONWOOD FOREST MAINTENANCE ASSOCIATION. The principal office of the Corporation shall be located at the office of the Maintenance Association's Managing Agent, but meetings of Members and Directors may be held at any place within Harris County, Texas, as may be designated by the Board of Directors.

### ARTICLE II

#### DEFINITIONS

Section 1. "Corporation" where used herein shall mean and refer to Prestonwood Forest Maintenance Association, its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain residential subdivision known as Prestonwood Forest, Section One, according to the plat thereof recorded in Volume 173, page 126, of the map records of Harris County, Texas, and any additional residential subdivisions duly annexed thereto and for which this Corporation may hereafter be designated to provide maintenance services, as permitted by the Articles of Incorporation of the Corporation.

Section 3. "Lot" shall mean and refer to any residential building lot shown upon the recorded plat of any subdivision included in the Properties, or any residential building site resulting from re-subdividing or consolidating of lots as permitted by the Restrictions applicable to any such subdivision, but shall not include any tract which may be designated on any subdivision plat as an "Unrestricted Reserve";

Section 4. "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, but excluding parties having an interest in any lot merely as security for the performance of an obligation.

Section 5. "Restrictions" shall mean and refer to any instrument recorded in the Deed Records of Harris County, Texas, which sets forth restrictions, reservations, conditions and easements applicable to the residential subdivision or subdivisions constituting the Properties.

Section 6. "Member" shall mean and refer to those persons entitled to membership in this Corporation, as provided in the Articles of Incorporation.

## ARTICLE III

### MEETINGS OF MEMBERS

Section 1. The annual meeting of the members shall be held during the month of May each year, at such date, time and place as set by the Board of Directors.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the President or a member of the Board of Directors of the Corporation, or upon written request of the Members who are entitled to cast at least 10 percent (10%) of the votes entitled to be cast by Members.

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 prepaid, at least fifteen (15) days, but not more than (60) days, before such meeting, to each Member entitled to vote thereat, addressed to the Member's address last appearing on the books of the Corporation, or supplied by such Member to the Corporation 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 votes of the total membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Restrictions, or these By-Laws. 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 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 lot.

## ARTICLE IV

### BOARD OF DIRECTORS

#### SELECTION

#### TERM OF OFFICE

Section 1. Number, Qualification and Term. The affairs of this Corporation shall be managed by a Board of Directors consisting of at least seven (7) but not more than nine (9) Directors. All Directors must be Members of the Corporation. At any time the Board positions total less than nine (9), the Board may increase the number on the Board by giving notice to the Members in the notice of the next annual meeting that one (1) or two (2) additional positions will be added to the Board. At that annual meeting, the Members will elect Directors to the number of new position(s) stated in the notice, in addition to electing Directors to the positions that are expiring at said annual meeting. Directors shall be elected for a term of three (3) years; provided, however, the first term(s) of the position(s) added by the Board may be less than three (3) years so as to provide that the overall terms of all the Directors can (as nearly as possible) be equally staggered. At any given time, should the Board be composed of eight (8) or nine (9) positions and the Board determines the needs of the Corporation no longer require that number of Directors, the Board may decrease the number of Directors to seven (7) or eight (8), as the case may be. Provided, however, the Board may not shorten the term of any Director in office. Position(s) may only be deleted from the Board at the end of the term of the Director(s) currently holding the position(s) that will be deleted. In the case of the resignation, death or incapacity to serve of any of the aforesaid Directors elected to office by the Members of the Corporation, a special meeting of the Members entitled to elect such Director shall be called to elect a successor to serve the balance of the term of said Director.

Section 2. Removal. Any Director elected by the Members may be removed from the Board, with or without cause, by a majority vote of those Members of the Corporation who were entitled to vote for the election of such Director, and in the event of such removal of a Director, a successor shall be elected to serve for the unexpired term of such removed Director by a special election to be held by those Members who were entitled to vote for the election of the director so removed.

Section 3. Compensation. No Director shall receive compensation for any service he may render to the Corporation. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 4. Action Taken Without a Meeting. The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining unanimous consent of all the Directors, provided that the action so taken is stated in writing, signed by all the Directors, and recorded in the minutes of the Corporation. Any action so taken and recorded 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 as provided herein 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 Chairman, who shall be a member of the Board of Directors, and two or more Members of the Corporation. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the Members. The Nominating Committee shall make as many nominations for election to the Board of Directors as 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.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At each 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 Articles of Incorporation of the Corporation. 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 Saturday or Sunday or legal holiday, then that meeting shall be held at the same time on the next day which is not a Saturday or Sunday or legal holiday.

Section 2. Special Meetings. Special Meetings of the Board of Directors shall be held when called by the President or by any two (2) Directors, after not less than three (3) days' notice to each Director, which notice may be given by telephone, mail, facsimile transmission, electronically, or by hand delivery.

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 constituted 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 the power to: (a) adopt and publish rules and regulations governing then use of any facilities made available to the Members, and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof; (b) suspend any Member's voting rights and right to use any facilities which may be made available to Members during any period in which such Member shall be in default in the payment of any amount due to the Corporation, and after notice and hearing, and, after notice and hearing, to suspend such rights for a period not to exceed sixty (60) days for each infraction of published rules and regulations; (c) exercise for the Corporation all powers, duties, and authority vested in or delegated to this Corporation and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the applicable Restrictions; (d) declare the office of an elected Member of the Board of Directors to be vacant in the event such Director shall be absent from three (3) consecutive meetings of the Board of Directors; and (e) employ a manager, independent contractors, employees, and such agents as the Board of Directors deems necessary to carry out the function of the Corporation.

Section 2. Duties. It shall be the duty of the Board of Directors to: (a) supervise all officers, agents and employees of this Corporation, and to see that their duties are properly performed; (b) enforce the annual maintenance charge on all lots, as more fully provided in the Restrictions, and in connection therewith to: (1) fix the amount of the annual assessment against each lot at least thirty (30) days in advance of each annual assessment period; (2) send written notice of each assessment to every owner subject thereto at least thirty (30) days in advance of each annual assessment period; and (3) foreclose the lien against any property for which assessments are not paid after due date, or to bring an action at law or take any other appropriate action against the Owner personally obligated to pay the same. (c) issue, or cause to issue, 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 or by the Managing Agent for the issuance of these certificates. If a certificate states that an assessment has been paid, such certificate shall be conclusive evidence of such payment; (d) procure and maintain adequate liability and hazard insurance on property owned by or under the jurisdiction of the Corporation; (e) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate; (f) cause any area or facility under the jurisdiction of the Corporation to be adequately maintained.

## ARTICLE VIII

### OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Corporation shall be a President, a Vice President, a Secretary, a Treasurer, and any other officers as the Board may from time to time by resolution create. All officers shall be a Member of the Board.

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 Corporation shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Corporation 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 at any later date 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 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:

#### President

(a) 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 contracts, leases, mortgages, promissory notes, deeds, and other written instruments, and shall co-sign all checks.

#### Vice President

(b) The Vice President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

#### Secretary

(c) The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; keep appropriate current records showing the Members of the Corporation together with their addresses, and shall perform such other duties as required by the Board.

#### Treasurer

(d) The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Corporation and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks of the Corporation; keep proper books of account; cause an annual audit of the Corporation books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented at the first regular meeting of the Board of Directors in the new fiscal year.

(e) The Board may assign or delegate any duties of an officer to the Managing Agent.

### ARTICLE IX

#### COMMITTEES

The Board of Directors shall appoint such committees as may be deemed appropriate in carrying out the purposes of the Corporation.

### ARTICLE X

#### BOOKS AND RECORDS

The books, records and papers of the Corporation shall be subject to inspection by any Member upon written request stating a proper purpose, at the principal office of the Corporation, at any reasonable time during customary business hours. The Restrictions, the Articles of Incorporation, and the By-Laws of the Corporation shall also be available for inspection by any Member at the principal office of the Corporation, where copies may be purchased at reasonable cost.

### ARTICLE XII

#### AMENDMENTS

Section 1. These By-Laws may be amended at a regular or special meeting of the Members, by a majority of the voters of a quorum of Members present in person or by proxy.

Section 2. In the case of any conflict between the Articles of Incorporation of the Corporation and these By-Laws, the Articles shall control; in the case of any conflict between the Restrictions and these By-Laws, the Restrictions shall control.

## ARTICLE XIII

### MISCELLANEOUS

The fiscal year of the Corporation shall begin on the first day of January and end on the 31st of December of every year.

(Note: These By-Laws were last amended on December 6, 2007)