

**REVISED AND AMENDED BY-LAWS**  
**OF OLD BRAESWOOD PROPERTY OWNERS ASSOCIATION**  
**(also known as Old Braeswood Civic Club)**

**ARTICLE I**

**NAME AND PRINCIPAL OFFICE**

The name of the corporation is Old Braeswood Property Owners Association (also known as “ Old Braeswood Civic Club”), hereinafter referred to as the “Association”. The Association may adopt one or more assumed names for any legitimate purpose. The principal office of the corporation shall be at such location within Harris County, Texas, as designated from time to time by the Executive Committee and reflected as such with the Secretary of State of the State of Texas, but meetings of Members and the Executive Committee may be held at such places within Harris County, Texas, as may be designated by the Executive Committee.

**ARTICLE II.**

**PURPOSE AND DEFINITIONS**

**Section 1.**     Purpose.       The purpose of the Association shall be to promote the civil, cultural, and general welfare of the residents and property Owners of Lots in Section I, Braeswood Addition; Braeswood Extension and Braeswood Addition (hereinafter, “Old Braeswood”), and any nearby sections or subdivisions which are now or later included in the administration of the Association by the addition of restrictions. The following words, when used in these Bylaws, unless a different meaning or intent clearly appears from the context, shall have the following meanings:

**Section 2.**     Definitions:

“Association” shall mean Old Braeswood Property Owners Association (also known as “Old Braeswood Civic Club”), a Texas Non-Profit Corporation.

“Articles” shall mean the Articles of Incorporation of the Association.

“Common Area” shall mean all real property, if any, together with improvements thereon, owned or maintained (including the city park at Kelvin and Morningside Drives and Braeswood Ct. Park esplanade) by the Association for the common use and enjoyment of the Owners.

“Lots” shall mean and refer to any of the numbered lots shown on any of the Old Braeswood. Plats and the plats of nearby subdivisions which may be included within the Association’s jurisdiction for enforcement of restrictions and collection of mandatory maintenance charges, including all current sections and all future additions annexed and brought under the administration of the Association, including any lots created by the replatting of a Lot or other tract of land.

“Member” shall mean and refer to those persons entitled to membership as provided in the Bylaws, the Restrictions and Articles of Incorporation.

“Associate Member” shall mean and refer to those individuals or classes of persons or entities with whom the Executive Committee desires to secure a continuing relationship for the Association and upon which the Executive Committee has conferred the status of Associate Member. Associate Members shall have no rights to vote, hold office or otherwise participate in the governance of the Association.

“Owner(s)” shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot or Lots, including contract sellers, but excluding those having such interest merely as security for the performance of any obligation.

“Property” shall mean and refer to that certain real property being the Lots and Common Areas as defined above and any additional property hereafter added to the jurisdiction of the Association.

“Restrictions” shall mean and refer to any restrictive covenants applicable to the Property as may be filed in the Official Public Records of Real Property of the Harris County, Texas, and any amendments thereafter or such other restrictions created or applying to additional properties brought within the jurisdiction of the Association.

“Resident Member” shall mean a Member whose principal residence is in Old Braeswood.

### **ARTICLE III.**

#### **MEMBERSHIP**

**Section 1.** Appurtenant to Lot. Every person or entity who is now or hereafter becomes an Owner shall automatically be a Member of the Association during his period of ownership. Membership shall be appurtenant to and may not be separated from the ownership of a Lot.

**Section 2.** Voting Rights. Each Member shall be entitled to one (1) vote for each Lot owned in fee. Lots divided physically between two or more Members shall confer no additional votes on the Owners; multiple Lots comprising one building site shall entitle the Owner to one vote. In cases of question as to how many votes an Owner may cast or who may cast the vote or votes, the decision of the Executive Committee shall be final and binding.

**Section 3.** Payment of Assessments. The rights of Members are subject to the payment of periodic assessments levied and to be levied by the Association, which are imposed upon the Owner of the Lot against which such assessments are made. Each such assessment, together with interest thereon and costs of collection thereof, shall be the personal obligation of the person who was the Owner of such Lot at the time when the assessment fell due. ~~The voting rights of a Member shall be suspended automatically during any period when any such assessment is due but remains unpaid, but upon payment of all such past due assessments, together with any interest, collection costs and fees, the right and privileges of such Member shall be automatically restored.~~

**Section 4.** Transfer of Lot. Membership in the Association shall continue only so long as the Member shall own a Lot. Membership in the Association shall not be transferable apart from a transfer of title to a Lot. Upon the sale by a Member of all his Lots, the purchaser of such Property shall become a Member of the Association. If ownership of a Lot shall be transferred to another person or other persons by virtue of the death of an individual Member, or by virtue of the termination of a trust or partnership, or by the dissolution of a corporation, or otherwise, the person or persons succeeding to an interest in the Lot shall become Members of the Association.

**Section 5.** Joint Ownership. When a Lot is owned jointly or in common tenancy, the Owners' membership in the Association by virtue thereof shall be joint, and the rights of such membership (including the voting rights arising therefrom) shall be exercised by the unanimous, joint action of all of the joint Owners. The Association may presume that a vote cast by, a communication received from, or notice given to any one of such joint owners is binding upon all.

**Section 6.** Record Owner. The Association shall be entitled to recognize the exclusive right of a person registered on its books as a Member of the Association for purposes of voting, or for any other purpose, and shall not be bound to recognize any equitable or other claim by any other person, whether or not the Association shall receive express or other notice thereof, except as otherwise provided by the laws of the State of Texas. In case of any dispute, an Owner may present to the Secretary of the Association documentary proof of fee simple title ownership of one or more Lots as defined herein in order to establish his or her right to be a Member of the Association.

## **ARTICLE IV.**

### **MEETING OF THE MEMBERS**

**Section 1.** Regular Meetings. Regular meetings of the Members shall be held during the month of April each year at such place as may be fixed by the Executive Committee. Regular meetings are primarily for the purpose of updating members on the affairs of the Association. Regular meetings shall be conducted as an open forum, at which a quorum shall not be necessary unless there are matters to be voted on as specified in the notice of the meeting.

**Section 2.** Annual Meeting. Annual meetings of the Members shall be held in the month of November of every year. At such meeting, the Members entitled to vote shall elect, by a majority vote, the officers comprising the Executive Committee and may transact such other business as may properly be brought before the meeting, except as may be provided hereinafter. If there are matters requiring a member vote at this meeting, a quorum must be obtained (See Article IV, Section 5).

**Section 3.** Special Meetings. A special meeting of the Members may be called by the President or at least 1/3<sup>rd</sup> of the members of the Executive Committee, or shall be called by the President or Secretary upon written request of Members entitled to cast at least one-tenth

(1/10) of all the votes of the entire voting membership of the Association. The members' written request shall set forth the purposes to be accomplished at the requested special meeting. The business transacted at any special meeting of Members shall be limited to the purposes stated in the notice thereof. All meetings of Members shall be held at such place as the Executive Committee may from time to time designate, as stated in the notice of such meeting or a duly executed waiver of notice thereof.

**Section 4.0** Notice of Meetings. Written or printed notice stating the place, day and hour of the meeting, matters to be voted on by the Members, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) days or no more than fifty (50) days before the day of the meeting, either personally or by mail, by or at the direction of the President, the Secretary, or the officers or persons calling the meeting, to each Member entitled to vote at such meeting. At any time prior to the mailing of notice of the meeting, any Member in good standing may request that any matter, including a matter to be voted on by the members, be included in the agenda for the meeting. If mailed, the notice shall be deemed to be delivered when deposited in the United States Mail, addressed to the Member at his or her address as it appears on the records of the Association, with postage thereupon prepaid.

4.1 Waiver of Notice. Whenever any meeting of the members is called, at which notice is required to be given to members of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, shall be equivalent to the giving of such notice.

**Section 5.** Quorum. Unless otherwise provided in the Articles or these By-laws, Members entitled to cast ten percent (10%) of the votes of the membership in good standing, represented in person or by proxy, shall constitute a quorum at a meeting of Members. If, however, a quorum shall not be present or represented at any meeting of the Members, the Members present in person or represented by proxy shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented any business may be transacted which might have been transacted at the meeting as originally notified. The majority vote of Members at a meeting at which a quorum is present shall be the act of the Members, unless the vote of a greater number is required by law, the Restrictions, the Articles or these Bylaws.

**Section 6.** Proxies. A Member may vote in person or by proxy executed in writing by the Member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and in no event shall it remain irrevocable for a period of more than eleven (11) months from the date of its execution.

**Section 7.** Current Member List. The Secretary shall maintain a current list of Members which shall be used to determine voting eligibility at any meeting of Members.

## ARTICLE V.

### MANAGEMENT BY THE EXECUTIVE COMMITTEE

The management and administration of the Association shall be vested in the Executive Committee, subject to Article VIII of these by-laws.

**Section 1.** Number and Qualifications. The Executive Committee shall consist of at least six (6) but not more than nine (9) members. The elected officers enumerated in Article VI, Section I, plus the immediate past President of the Association (if available), shall comprise the Executive Committee. The affairs of the Association shall be managed by the Executive Committee. No Executive Committee member may hold more than one (1) elective office at a time. Each member of the Executive Committee must be a Resident Member of the Association in good standing. A Resident Member of the Association in "good standing" is defined as a Member of the Association who has his principal residence in Old Braeswood, is current in the payment of all annual assessments, special assessments, and any other costs and charges levied by the Association against the Member and has received no current hardship exemption from the payment thereof, and is not in violation of the Restrictions which encumber the properties under the jurisdiction of the Association, nor of the Association's Articles, By-Laws, or its rules and regulations. Should any elected officer or Executive Committee member during his term of office become a Member of the Association who is not in good standing, the officer or member in question shall be notified of his impending disqualification and be given an opportunity to address the Executive Committee at its next regular meeting. If by the next following regular meeting of the Executive Committee (after the meeting wherein the Executive Committee member in question is given an opportunity to address the Executive Committee), the elected officer or Executive Committee member continues as a Member of the Association who is not in good standing, by operation of this provision the officer or Executive Committee member shall automatically be removed and his position declared vacant, and such vacancy shall be reflected in the minutes of the Executive Committee meeting.

**Section 2.** Term of Office. The term of office of an Executive Committee member shall be one (1) year. Each Executive Committee member elected shall hold office until his term expires and until his successor is elected and qualified or until his earlier death, resignation or removal.

**Section 3.** Removal. At any meeting of Members called expressly for the purpose of removing an Executive Committee member or the Executive Committee, any Executive Committee member or the entire Executive Committee may be removed, with or without cause, by a vote of a three-fourths (3/4th) majority of the Members voting at the meeting. A new Executive Committee member or the entire Executive Committee may be elected by majority vote at the same meeting where the vote to remove a Executive Committee member or the Executive Committee is effected. Any Executive Committee member may resign at any time upon giving written notice to the Association.

## ARTICLE VI

### OFFICERS AND THEIR DUTIES

**Section 1.** Enumeration of Officers. The elected officers of the Association shall consist of a President, one or more Vice Presidents as the Executive Committee shall determine, a Secretary, and a Treasurer, and such other officers as the Executive Committee may from time to time designate, each of whom, along with the At-large Representative to the Executive Committee, shall be elected by the Members. Each elected officer must be at the time of his election and must continue throughout his term to be a Resident Member in good standing and has not been convicted of a felony or a crime of moral turpitude. No Executive Committee member may hold more than one (1) elective office at a time.

**Section 2.** Election of Officers. The Members, at each annual meeting of Members, shall choose by majority vote a President, at least one Vice President, a Secretary, a Treasurer, and an At-large Representative.

**Section 3.** Special Appointments. The President may appoint, with the approval of the Executive Committee, such other officers, assistant officers, committee members and chairpersons, and other agents as may be necessary in his judgment, who shall hold their offices for such terms and shall and perform such duties as shall be determined from time to time by the President. Appointed officers need not be Members.

**Section 4.** Term. Each elected officer of the Association shall hold office for one year or until his successor is chosen and qualified or until his earlier death, resignation or removal.

**Section 5.** Resignation and Removal. Any officer may resign at any time upon giving written notice to the Association. An elected officer may be removed by majority vote of the Members at a meeting duly called for which vote proper notice was given. Any appointed officer or agent or member or chairperson of any committee appointed by the President may be removed by the President or the Executive Committee whenever in its judgment the best interest of the Association will be served.

**Section 6.** Vacancies. Any vacancy occurring in any office of the Association by death, resignation, removal, or otherwise shall be filled for the remainder of the unexpired term by appointment by the President with the approval of the Executive Committee. If the vacancy is in the office of the President, the Executive Committee shall elect a new president from among them. The officer so appointed or elected to such vacancy shall serve for the remainder of the term of the officer he replaces.

**Section 7.** Duties. The duties of the officers are as follows:

President

- (a) The President shall be the chief executive officer of the Association, and shall have such powers and duties as usually pertain to such office, except as may be modified by the Executive Committee or these By-laws. The President shall manage the day-to-day

affairs of the Association, subject to any limitations imposed by, and in accordance with, policies adopted by the Executive Committee. The President shall preside at all meetings of Members and of the Executive Committee. Unless and to the extent the Executive Committee shall otherwise delegate such duties, the President shall have general powers of oversight, supervision, and management of the business and affairs of the Association, and shall see that all orders and resolutions of the Executive Committee are carried into effect. He shall execute contracts of the Association, except where required or permitted by law to be otherwise signed and executed, and except where the signing and execution thereof shall be expressly delegated by the Executive Committee to some other officer or agent of the Association. The President shall appoint, with the approval of the Executive Committee, all appointed officers, committee members and committee chairpersons of the Association. The President shall be an *ex officio* member of all committees of which he is not an actual member.

#### Vice President

- (b) The Vice President, unless otherwise determined by the Executive Committee, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. He shall perform such other duties and have such other powers, as the President shall delegate or the Executive Committee shall prescribe. If there is more than one Vice-President, the Executive Committee shall designate the order of their precedence, and they shall succeed to the duties of the President in that order.

#### Secretary

- (c) The Secretary shall attend all meetings of the Executive Committee and all meetings of the Members, and record, or cause to be recorded, all the proceedings of the meeting of the Members and of the Executive Committee in a book to be kept for that purpose, and shall perform like duties for the standing committees when required. The Secretary shall give, or cause to be given, notice of all meetings of the Members and special meetings of the Executive Committee, and shall perform such other duties as may be prescribed by the Executive Committee or the President, under whose supervision he shall be.

#### Treasurer

- (d) The Treasurer shall keep, or cause to be kept, full and accurate accounts of receipts and disbursements in books belonging to the Association, and shall deposit, or cause to be deposited, all moneys and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Executive Committee. He shall disburse, or cause to be disbursed, the funds of the Association as may be ordered by the Executive Committee, and shall render, or cause to be rendered, to the President and the Executive Committee at its regular meetings, or when the Executive Committee so requires, an account of all transactions and of the financial condition of the Association.

## **ARTICLE VII.**

### **NOMINATIONS AND ELECTIONS TO THE EXECUTIVE COMMITTEE**

**Section 1.** Nomination. At least sixty (60) days prior to the date of each annual meeting of the Members, the Executive Committee shall determine and advise the Nominating Committee of the number, titles and priorities of all officers of the Association to be elected at the annual meeting. Any Member may nominate himself/herself or any other Resident member in good standing for election to an office. Nominations shall be made in writing to any member of the Nominating Committee no less than forty-five (45) days prior to the date of each annual meeting of the Members. The Nominating Committee shall meet at least thirty (30) days prior to the date of each annual meeting of the Members to select and recommend a nominee to the Members for each officer to be elected. The Secretary shall distribute with the notice of the annual meeting of the Members a list setting forth the Nominating Committee's nominee for each position. Nominations for office may be made from the floor by any Member at the annual meeting of the Members.

**Section 2.** Election. Each Member may cast as many votes as such Member is entitled to pursuant to the provisions of Section 2 and Section 5 of Article III of these Bylaws. At each election of Officers, such election may, but need not be, conducted by mail or by electronic ballot in such a manner as the Board of Directors shall determine. Any vote cast in an election or vote by a member must be in writing and signed by the member, except that in an association-wide election, written and signed ballots are not required for uncontested races. All written ballots must be retained for at least twenty (20) days. Cumulative voting is not permitted.

A person who is a candidate in an association election or who is otherwise the subject of an association vote, or a person related to that person within the third degree by consanguinity or affinity, as determined under Chapter 573 Government Code, may not tabulate or otherwise be given access to the ballots cast in that election or vote, with the exception that such person may be given access to such ballots only as part of a recount process authorized by law. The person who tabulates votes in an association election or vote may not disclose to any other person how an individual voted.

## **ARTICLE VIII.**

### **DUTIES AND POWERS OF THE EXECUTIVE COMMITTEE**

The Executive Committee shall have, subject to Article X, Section 1 of these by-laws, the entire charge, control, administration, and the management of the affairs of the Association. The Executive Committee shall be responsible for the affairs of the Association and shall have all of the Powers and Duties necessary for the administration of the Association's affairs and, as provided by law, may do or



cause to be done all acts and things as are not by the Restrictions, Articles, or these By-Laws directed to be done and exercised exclusively by the officers or the Members generally.

In addition to the duties imposed by these By-Laws or by any resolution of the Association that may hereafter be adopted, the Executive Committee shall have the power to establish policies relating to, and shall be responsible for performing or causing to be performed, the following, in way of explanation, but not limitation:

**Section 1.**     Powers.         The Executive Committee shall have the power to:

- (a) prepare and approve annual budgets;
- (b) subject to the limitations in the Restrictions and these By-laws, make any assessments of Members necessary to defray the Association's expenses and, establish the means and method of collecting such assessments, and establish the period of any installment payments of the annual or special assessments;
- (c) provide for the operation, care, upkeep, and maintenance of all of the Common Areas;
- (d) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties;
- (e) collect assessments, deposit the proceeds thereof in a bank depository, and use the proceeds to operate the Association;
- (f) make and amend rules and regulations, including the ability to adopt and publish rules and regulations governing use of the Common Area, and the personal conduct of the Members and their guests thereon, and to establish penalties for infractions thereof;
- (g) open bank accounts on behalf of the Association and designating the signatories required;
- (h) make or contract for the making of repairs, additions, and improvements to or alterations of Common Areas in accordance with the other provisions of the Restrictions and these By-Laws after damage or destruction by fire or other casualty;
- (i) enforce by legal means the provisions of the Restrictions, these By-laws, and the rules and regulations adopted by it and bring any proceedings which may be instituted on behalf of or against the Owners concerning the Association or the Restrictions;
- (j) obtain and carry insurance against casualties and liabilities, and pay the premium cost thereof;
- (k) keep books with detailed accounts of the receipts and expenditures affecting the Association and its administration, specifying the maintenance and repair expenses and any other expenses incurred;

(l) keep a correct record of its proceedings and submit a report of the same to the members at the next regular meeting;

(m) audit the Association's books every other year before the Annual Meeting, and shall furnish a written copy of the audit results to each elected officer and shall make the audit results available to the Members by posting the results on the Association's web site or through other appropriate means;

(n) suspend the voting rights of a Member during any period in which such Member shall be in arrears on assessments or charges due to the Association or in violation of the Restrictions; and

(o) exercise for the Association all powers, duties and authority vested in or delegated to this Association by the Restrictions or state law and not reserved to the membership by other provisions of these Bylaws, the Articles or the Restrictions.

**Section 2.** Duties. It shall be the duty of the Executive Committee to:

(a) cause to be kept a complete record of all its acts and corporate affairs;

(b) supervise all officers, agents and employees of the Association and to see that their duties are properly performed;

(c) as more fully provided in the Restrictions and these By-laws, to set the amount of the Annual Assessments and any Special assessments and supervise the collection thereof;

(d) cause the Common Area to be maintained;

(e) ensure that the Association maintains current true and accurate financial records with full and correct entries with respect to all financial transactions of the Association, including all income and expenditures, in accordance with generally accepted accounting practices and shall audit the Association's financial records at least every other year; and

(f) ensure that all records, books and annual reports of the financial activity of the Association shall be kept at the registered office or principal office of the Association in Texas for at least three (3) years after the closing of each fiscal year and shall be available to the membership for inspection and copying there during normal business hours.

## **ARTICLE IX.**

### **MEETINGS OF THE EXECUTIVE COMMITTEE**

- Section 1.** Meetings. Meetings of the Executive Committee, regular or special, may be held within Harris County, Texas. Meetings other than executive sessions may be attended by any Member on a space-available basis, subject to reasonable rules established by the President to ensure orderliness and efficiency at the meetings.
- Section 2.** Regular Meetings. Regular meetings of the Executive Committee may be held at such time and at such place as may be fixed from time to time by the President or by resolution of the Executive Committee.
- Section 3.** Special Meetings. Special meetings of the Executive Committee may be called at any time by the President, and shall be called by the President or the Secretary on the written request of at least one-third (1/3<sup>rd</sup>) of the Executive Committee. Notice of special meetings of the Executive Committee shall be given to each Executive Committee member at least three (3) days before the date of the meeting.
- Section 4.** Executive Session. The President may declare any meeting or a portion thereof to be an executive session either in the notice of the meeting or at any time when it appears confidential matters will be discussed. Only members of the Executive Committee and others expressly invited by the President may attend executive sessions.
- Section 5.** Quorum. A quorum of the Executive Committee shall be a majority of the members of the Executive Committee in good standing as Members of the Association. The Executive Committee shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the unanimous written consent of the Executive Committee. Any action so approved shall have the same effect as though taken at a meeting of the Executive Committee. An Executive Committee member may appear and attend a meeting through telephonic or video conferencing means.

## **ARTICLE X.**

### **RIGHTS OF MEMBERS**

- Section 1.** Rights. The Members of the Association shall have the right to initiate resolutions, plans, policies and projects which, when passed by a majority of those present and voting at any annual or special meeting at which a quorum is present and for which written notice of the matters to be voted on was properly given, shall be binding upon the Association and upon the Executive Committee. Nomination for office may be made from the floor by any Member at the annual meeting of the Members. Any Member may request that an item to be voted on be placed on the agenda for, or to speak at, any meeting of Members or of the Executive Committee. The Executive Committee may establish reasonable rules for the submission and presentation of items or presentations offered by Members to assure efficient use of time and orderliness at such meetings.
- Section 2.** Husband and Wife. Each individual Member in good standing shall have all the rights and privileges of membership including the right to vote, hold office, serve on

committees, make motions, to debate, provided, however, that husband and wife shall not hold office at the same time. Nothing in this provision shall prevent husband and wife from serving on the same committee.

**Section 3.** Good Standing. No Member shall be considered in good standing who is in arrears in payment of assessments or has been determined by the Executive Committee to be in violation of the Restrictions. He or she shall not be entitled to vote nor shall he or she be eligible to be an officer or serve as a member of any committee in the Association, nor be entitled to any of the other privileges of membership in the Association.

**Section 4.** Appeal of Adverse Action. Except for matters which are the subject of litigation, any Member of the Association adversely affected shall have the right to appeal any action, refusal to act, or decision by any agent, officer or committee of the Association to the Executive Committee by written notice of appeal filed with the Secretary of the Association. The appeal shall be heard by at least a quorum of the Executive Committee within ten (10) days of receipt of the written appeal or as soon thereafter as a quorum can be assembled. The decision on the appeal shall be made by the Executive Committee as promptly as the circumstances allow but in any case within thirty (30) days after the hearing, and shall be final and binding upon the Member and Association.

**Section 5.** Resolutions of the Members. Resolutions adopted by the Members at a meeting of Members properly called for the purpose may be repealed or amended only by a majority of Members voting at a meeting properly called for the purpose or as provided in the Resolution.

## **ARTICLE XI.**

### **ASSESSMENTS AND COLLECTION**

**Section 1.** Annual Dues. Annual assessments or annual dues assessed or requested by the Association from its members shall be voluntary only, and the Association hereby waives and releases any statutory power to impose or collect mandatory annual assessments now or hereafter existing, until such time as this provision shall be amended or repealed in strict accordance with these By-Laws, and no action may be commenced to collect any such assessment or dues other than through voluntary payments by the Members. (*Amendments, November 18, 2004.*)

**Section 2.** Levy of Special Assessments. In addition to the Annual Assessment imposed above, the Executive Committee may levy, at any time in any assessment year, upon each Lot and the record Owner of each Lot (determined in the same manner as for Annual Assessments), a special assessment (“Special Assessment”) applicable to that year only for the purpose of defraying, in whole or in part, the cost of unexpected expenditures, provided that any such assessment shall be approved by 2/3rds (66 2/3rds %) of the Members in good standing voting in person or by proxy at a duly called regular or special meeting of Members at which a quorum of the Membership is present. Prior to the

meeting being called and the vote being taken, notice of the vote on imposing a Special Assessment will be provided to the entire Membership. The amount of the Special Assessment so imposed cannot exceed \$15 dollars in any one calendar year. (*Amendments, November 18, 2004.*)

**Section 3.** Notice of Special Assessments. Written notice of the amount and the due date of any Special Assessment shall be sent to every property Owner in Old Braeswood at the address of the property at least thirty (30) days in advance of the date upon which the Special Assessment is due to be paid. The Special Assessment shall be paid on or before the due date to the Association, or any successor in interest.

**Section 4.** Hardship Exemptions. The Association may, in its sole discretion, grant or revoke hardship exemptions according to a written uniform policy for all or a portion of the Annual Assessment, any Special Assessments, and other amounts due in any year from a Lot Owner. The act of granting a hardship exemption by the Association to an Owner for any amount due to the Association shall not constitute a waiver of the right of the Association to enforce the collection of all assessments or amounts that may accrue subsequent to the period for which the hardship exemption was granted. In lieu of a hardship exemption, the Association may accept services in kind in payment of the above described fees and charges. No person who has received an exemption may serve as an officer or member of the Executive Committee in any year for which the exemption is in effect. Records pertaining to all hardship exemptions shall be open to review by all Members.

## **ARTICLE XII** **COMMITTEES**

**Section 1.** Standing Committees. In addition to such other permanent or standing committees as the President and the Executive Committee shall from time to time establish, the members and chairpersons of the following standing committees, each with the duties enumerated, shall be appointed by the President and approved by the Executive Committee annually after the Annual Meeting of Members:

(a) Nominating Committee. The Nominating Committee shall be comprised of at least five (5) Members. The names, addresses, and phone numbers of the members of the Nominating Committee shall be posted in the Association office, in a newsletter, on the Association web site, or other prominent place, at least sixty (60) days before the Annual Meeting of Members. The Nominating Committee shall carry out the duties assigned in Article VII Section 1 of these by-laws, and any other duties assigned by the President or the Executive Committee.

(b) Architectural Review Committee. The Architectural Review Committee shall develop, submit to the Executive Committee for approval, and implement architectural guidelines for construction or modification of improvements within Old Braeswood, including revisions thereto when necessary; shall receive plans submitted by or on behalf of Members for construction within Old Braeswood, review the plans for architectural harmony

with the surrounding structures and the overall community, and approve or reject as appropriate plans so submitted, and in so doing, shall carry out the procedures set out in Executive Committee Resolution 03-2; shall maintain records of each submission to the committee including at least one copy of plans whether approved or rejected, and variances to side lot line set-backs approved, and copies of all correspondence

(c) Enforcement Committee. The Enforcement Committee shall develop and submit to the executive Committee for approval policies and procedures for the investigation and disposition of complaints concerning violations of the Restrictions; shall receive and investigate all credible complaints of violations of the Restrictions; except as required or permitted by Executive Committee Resolution 03-1, shall submit its findings and recommendations for action to the Executive Committee, and shall implement the course of action approved by the Executive Committee with respect to such violation.

(d) Park Committee. The Park Committee shall plan and submit to the Executive Committee for approval, events such as parties and promotional events to take place within the city park at Kelvin and Morningside drives known as Braeswood Park, or in other areas within Old Braeswood; and upon approval shall implement and supervise such plans. *(Amendments, March 9, 2005)*

(e) Security. The Security Committee shall maintain liaison with area law enforcement agencies ~~Rice Area Constable Service and the Houston Police Department~~ on community security issues. The committee is responsible for oversight of the neighborhood patrol service ~~the annual distribution Patrol flags.~~ Committee members attend monthly meetings with HPD, and track crime statistics, ~~and serve on the RACS board.~~

(f) Welcome. This committee shall welcome new neighbors to Old Braeswood and provide them with helpful information about the neighborhood and the Association.

(g) Trees for Old Braeswood. This committee shall oversee Old Braeswood's street tree planting program, and will seek to systematically replant each street in Old Braeswood with a variety of tree species. These activities will be coordinated with the Trees for Houston organization.

(h) Social. This committee, in conjunction with the Park Committee, shall organize the annual park party and other events from time to time.

Other standing committees may be established from time to time by resolution of the Executive Committee.

**Section 2.** Appointment. The Chairman and members of such committees shall be appointed by the President with the approval of the Executive Committee. Each member of a

committee shall serve from the date of appointment until the next annual meeting of the Association. Any member of a committee may be relieved of his committee duties by the President or by majority vote of the Executive Committee at a regular meeting or a special meeting called for that purpose.

**Section 3.** Duties. Each committee Chairman shall have the responsibility to select the members of his committee necessary to discharge the functions of such committee, to designate the time and place of its meetings, to prepare the agenda, and to maintain a record of the activities of the committee and furnish a copy of the record to the President and Vice-President at the appropriate time. The Chairman shall report all findings and recommendations of his committee to the Executive Committee and obtain its approval where necessary for the expenditure of funds or other course of action proposed by the committee.

**Section 4.** Ad Hoc Committees. In addition to the committees provided for in these By-Laws, the President may appoint such other committees as may be deemed appropriate to the President, to undertake any investigation or study or to plan or execute any specific task which does not fall within the jurisdiction of any of the foregoing committees. Such tasks must be clearly defined, in writing, and signed by the President. The Executive Committee shall approve all *ad hoc* committee appointments and duties. Upon completion of the task and the submission of its final report, *ad hoc* committees shall automatically be dissolved.

**Section 5.** Quorum and Rules. A majority of each standing or *ad hoc* committee shall constitute a quorum unless the chairman shall fix another number. The chairman shall establish such rules of order and procedure for each such committee as the chairman deems appropriate.

## **ARTICLE XIII.**

### **NOTICES**

**Section 1.** Manner of Giving. Whenever any notice is required to be given to any Member or Executive Committee or other committee member under the provisions of any statute, the Articles, these Bylaws or the Restrictions, it shall be given in writing and delivered personally or mailed to such member at such address as appears on the books of the Association, and such notice shall be deemed to be given at the time when it shall be deposited in the United States mail with sufficient postage thereon prepaid. Notice to Executive Committee members and other committee members may also be given by e-mail or telephone facsimile, and notice given by such means shall be deemed given at the time it is transmitted.

**Section 2.** Written Waiver. Whenever any notice is required to be given to any Member or Executive Committee member under the provisions of any statute, the Articles, these Bylaws or the Restrictions, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**Section 3.** Waiver by Attendance. Attendance of any committee member or at a meeting of the committee shall constitute a waiver of notice of such meeting, except where a committee member attends a meeting for the express stated purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

**Section 4.** Notice to the Association. Notice is deemed to be received by the Association when it is either personally delivered to the President of the Association or deposited in the United States mail, properly addressed to the President of the Association.

## **ARTICLE XIV.**

### **INDEMNIFICATION OF OFFICERS AND THE EXECUTIVE COMMITTEE**

**Section 1.** Indemnification. To the fullest extent permitted by law, the Association shall and does hereby indemnify each and all of its Executive Committee members and officers and former Executive Committee members and officers against all claims, liability, expenses and costs (including reasonable attorneys' fees) actually asserted against, or necessarily and reasonably incurred by them, or any of them, in connection with the defense of any claim, action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been Executive Committee members or an officer of the Association, and all acts or omissions in such capacity, except in relation to matters as to which any such Executive Committee member or officer or former Executive Committee member or officer shall be adjudged in such action, suit or proceeding to have been acting outside of the scope of his authority, as prescribed by law or the dedicatory instruments on file for Old Braeswood Property Owners Association, with respect to the matter in which indemnity is sought. The foregoing right to indemnity shall include reimbursement of the amounts and expenses paid in settling any such action, suit or proceeding when settling or a plea of *nolo contendere*. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of the Members, insurance policy, or otherwise.

**Section 2.** Liability of Officers. An officer or Executive Committee member is not liable to the Association, to any member, or to any other person for any action taken or not taken in such capacity if the officer or Executive Committee member acted (i) in good faith; (ii) with ordinary care; and (iii) in a manner the officer or Executive Committee member reasonably believes to be in the best interest of the Association.

## **ARTICLE XV.**

### **GENERAL PROVISIONS**



**Section 1.** Dividends. No dividend shall be paid and no part of the income of the Association shall be distributed to its Members, the Executive Committee or Officers.

**Section 2.** Compensation of Executive Committee. No Executive Committee member shall receive compensation for any service he may render to the Association. Further, the Association shall make no loans to ~~its~~ the Executive Committee or Officers. However, any Executive Committee member or officer may be reimbursed for his actual expenses incurred in the performance of his duties. Aggregate expense reimbursements to any one officer or Executive Committee member shall not exceed \$200 in any calendar year unless approved in advance of the expense by the Executive Committee.

**Section 3.** Final Distribution. Upon dissolution or final liquidation, the Association may make a distribution to its Members, but only as permitted by the Texas Non-Profit Corporation Act and the U.S. Internal Revenue Code of 1954, as amended.

**Section 4.** Fiscal Year. The fiscal year of the Association shall begin on the 1st day of January and end on the 31<sup>st</sup> day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

**Section 5.** Books and Records. The Association shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Members, Executive Committee and committees having any authority of the Executive Committee. All books and records of the Association may be inspected at the office of the Association by any Member or the agent or attorney of such Member for any proper purpose during regular business hours of the Association.

**Section 6.** Execution of Instruments. All checks or demands for money and notes of the Association shall be signed by the President, or such officer or officers or such other person or persons as the Executive Committee from time to time may designate.

## **ARTICLE XVI.**

### **AMENDMENT OF BY-LAWS**

**Section 1.** Amendment. These By-laws may be altered, amended, or repealed or new By-laws may be adopted:

#### Executive Committee

- (a) except for Articles X and XI, at any regular or special meeting of the Executive Committee, by the affirmative vote of a 2/3rds majority of the Executive Committee, subject to repeal or change at any regular or special meeting of the Members at which a quorum is present or represented, by the affirmative vote of a majority of the votes entitled to be cast by the Members at such meeting and present or represented thereat, provided notice of the proposed repeal or change is contained in the notice of such meeting of Members; or

Members:

(a) except for Article X and XI, at any regular or special meeting of Members at which a quorum is present or represented, by the affirmative vote of a majority of the votes entitled to be cast by the Members at such meeting and present or represented thereat, provide notice of the proposed alteration, amendment or repeal (or a statement that new Bylaws are proposed to be adopted) is contained in the notice of such meeting of the Members; or

(b.) Article X at any regular or special meeting of Members at which a quorum is present or represented by proxy, by the affirmative vote of a 2/3rds majority of the votes entitled to be cast by the Members in good standing at such meeting and present or represented at the meeting, provide notice of the proposed alteration, amendment or repeal (or a statement that new Bylaws are proposed to be adopted) is contained in the notice of such meeting of the Members; or

(c.) Article XI and this subparagraph (c) may be amended or repealed only with the written approval of the owners of at least sixty percent (60%) of the real property described in the Articles of Incorporation of this Association from which the membership of this Association is drawn, as amended from time to time, and no other form of transaction, whether by merger, reorganization, re-incorporation, bankruptcy or otherwise, shall have the effect of amending or repealing Article XI or this provision. *(Amendments, November 18, 2004.)*

**Section 2.** Priority of Documents. In the case of any conflicts between the Articles and these By-laws, the Articles shall control; and in the case of any conflict between the Restrictions and these By-Laws, the Restrictions shall control.

Adopted by the Members on October 14, 2003, with all amendments through November 18, 2004, and November 12, 2014.

Attest:

\_\_\_\_\_  
Secretary