

**SECOND AMENDED AND RESTATED BYLAWS OF
OAKWOOD GLEN ASSOCIATION, INC.**

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

WHEREAS, Oakwood Glen Association, Inc. (the "Association"), a Texas nonprofit corporation, is the governing entity for Oakwood Glen, Sections One and Two, additions in Harris County, Texas, according to the maps or plats thereof, recorded in the Map Records of Harris County, Texas, under Clerk's File Nos. E226607, and F238938 (partially re-platted under M117861); respectively, along with any amendments or replats thereto and any other property subject to the jurisdiction of the Association (the "Subdivision"); and

WHEREAS the Association Bylaws are recorded in the Real Property Records of Harris County, Texas under Clerk's File No. U15062 along with the Amended and Restated Bylaws thereto, recorded under Clerk's File No. Z454808 (the "Bylaws"); and

WHEREAS, the Association is formed pursuant to the Articles of Incorporation for Oakwood Glen Association, Inc., filed with the Secretary of State of Texas, on August 12th, 1974 and recorded in the Real Property Records of Harris County, Texas under Clerk's File No. U15062 (the "Articles of Incorporation"); and

WHEREAS, Section 22.102(c) of the Texas Business Organizations Code provides that board of directors may amend, repeal, or adopt new bylaws unless: the corporation's certificate of formation wholly or partly reserves that power exclusively to the corporation's members; or, the management of the corporation is vested in the corporation's members; or, if in amending, repealing, or adopting a bylaw, the corporation's members expressly provided that the board of directors may not amend or repeal the bylaw; and

WHEREAS, the Articles of Incorporation constitute a certificate of formation under Section 1.006(1) of the Texas Business Organizations Code, and do not wholly or partly reserve the power to amend the Bylaws exclusively to the Association's members; and

WHEREAS, the management of the Association is vested in the Association's board of directors, and not in the Association's members; and

WHEREAS, in amending, repealing, or adopting a bylaw, the Association's members have never expressly provided that the board of directors may not amend or repeal the bylaw; and

WHEREAS, Article IV, Section (g) of the Articles of Incorporation provides the Association has the right to exercise any and all powers, rights, and privileges which a corporation organized as Non-Profit under the State of Texas and Chapter 22 of Texas Business Organizations Code by law may have now or hereafter; and

WHEREAS, there is a need to amend and restate the Bylaws to provide for more effective corporate governance, and to obtain consistency with numerous statutory changes which have occurred since the Bylaws were adopted;

NOW THEREFORE, pursuant to the foregoing, and as evidenced by the certification hereto, the Association, through its Board of Directors, hereby amends and restates the Bylaws to replace all previously adopted Bylaws in their entirety, as follows:

ARTICLE I

NAME AND LOCATION

The name of the corporation is Oakwood Glen Association, Inc., hereinafter referred to as the "Association." The principal office of the Association shall be located in the State of Texas at such place as the Board of Directors may determine or as the affairs of the Association may require from time to time.

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to Oakwood Glen Association, Inc., a Texas nonprofit corporation, its successors and assigns.

Section 2. "Board" or "Board of Directors" shall mean and refer to the Board of Directors of the Association.

Section 3. "Board Member" or "Director" shall mean and refer to an elected or appointed member of the Association's By-Laws as provided in the Association's Article of Incorporation and/or these By-Laws.

Section 4. "Board Meeting" means a deliberation between a quorum of the voting board of the Association, or between a quorum of the voting board and another person, during which Association business is considered and the board takes formal action.

Section 5. "Common Area" shall mean all real property owned by the Association, if any, for the common use and enjoyment of the Owners, if any.

Section 6. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties, with the exception of the Common Area.

Section 7. "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 a part of the Properties, including contract sellers, but excluding: (i) those having such interest merely as security for the performance of an obligation; (ii) those having only an interest in the mineral estate; and (iii) those having an interest in the property merely as tenants.

Section 8. "Member in Good Standing" or "Members in Good Standing" shall mean and refer to those Members who are not Suspended Members and who are eligible to vote.

Section 9. "Declaration," "Declarations," "Restriction," "Restrictions," "Covenant" and "Covenants" shall mean and refer to the Declaration of Covenants Conditions, and Restrictions for Oakwood Glen, recorded in the Real Property Records of Harris County, Texas, under Clerk's File No. E624197, along with any amendments and supplements thereto as recorded in the Real Property Records of Harris County, Texas, as the same may be amended.

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

Section 11. "Properties" shall mean and refer to that certain real property described in the Declarations of Covenants, Conditions, and Restrictions of Oakwood Glen. Section One (1) and Two (2), recorded in the Map Records of Harris County, Texas in Volume 219, Page 34 and Volume 150, Page 128 (as re-platted), respectively, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 12. "Suspended Member" or "Suspended Members" shall mean and refer to those persons who are Members of the Association whose membership has been suspended as set forth hereinafter. During any period in which a Member shall be in default in the payment of any annual or special assessment levied by the Association, or should a Member for any reason be a judgment debtor of the Association, the voting and right to use the recreational facilities and common areas of such Member may be suspended by the Board of Directors until such assessment or judgment has been paid in full. Such rights of a Member may also be suspended after notice and hearing, for a period not to exceed sixty (60) days, for violations of any rule or regulations established by the Board of Directors governing the use of the Common Area and recreational facilities, if any. A "Member in Good Standing" is defined herein as a Member who is current on all financial obligations to the Association.

Section 13. "Personal Representative" shall mean and refer to the following:

- (a) the trustee of the applicable trust, as evidenced by the trust agreement designating the trustee;
- (b) the corporate representative of a business entity or other individual authorized in writing to act on behalf of the business entity;
- (c) the holder of a durable statutory power of attorney; or
- (d) a person designated in writing as being the personal representative.

No person or entity shall constitute a Personal Representative, until the documentation referenced in this Section 13(a)-(d) shall have been provided to the Association through its managing agent. Such documentation shall immediately be submitted upon the Owner's acquisition of the applicable Lot or immediately upon establishment of the representative relationship. No Personal Representative shall be included on the Member list applicable to any

vote, or permitted to exercise any right of an Owner, until such documentation is submitted. Such documentation shall be presented in a form and manner acceptable to the Association and shall be properly notarized in order to be accepted by the Association. Any such documentation provided after the notice of a vote, election, or solicitation of candidates, shall not be effective for that vote, election or solicitation of candidates. The Personal Representative cannot exercise a right that is being exercised by the record Owner (e.g. both cannot cast the vote or run for the Board).

ARTICLE III **MEETINGS OF MEMBERS**

Section 1. Annual Meetings. Regular annual meetings of the Members shall be held once a calendar year on a day and at a time, and at a location, determined by the Board of Directors. No business will be transacted at any annual meeting of the Members except as stated in the annual meeting notice.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the President or by a majority of the Board of Directors, or upon a petition signed and presented to the Board by at least one-tenth (1/10) of all of the Members. No business will be transacted at any special meeting except as stated in the special meeting notice. Any petition by the Members as aforesaid shall bear the printed name, address within the Properties, signature and date of signing, for each petitioning Member. Such information must be verified as to accuracy and Member status by the Board or its designated agent within thirty (30) days of receipt; such petition must state the purpose of the meeting and such purpose must be within the authority of the Members to enact. Following verification, the Board shall provide notice and hold the special meeting within the time frame stated in Section 4 of this Article III.

Section 3. Location of Meetings. Meetings of Members may be held at such places within Harris County, Texas as may be designated by the Board of Directors, except for meetings held by electronic or telephonic means in accordance with applicable law.

Section 4. Notice of Meetings. Written notice of each annual and special meeting of the members shall be given by the Secretary or the Board's designated agent to provide such notice. Notice shall be mailed postage prepaid, at least ten (10) but no more than sixty (60) days before such meeting to each Association Member. Notice shall be 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, date, hour, and for special meetings, the purpose of the meeting. Attendance at a meeting by a Member, whether in person or by proxy, shall be deemed waiver by such member of notice.

Section 5. Quorum. The presence at a meeting, in person, by proxy, by electronic ballot or by absentee ballot, of Members constituting at least ten percent (10%) of the votes of the 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 presiding officer, or a majority of the Members who

are present at such meeting, may adjourn the meeting and immediately reconvene the meeting without notice other than announcement at the meeting; at the reconvened meeting, the required quorum shall be one-half (1/2) of the previously required quorum. The presiding officer, or a majority of the Members who are present at such meeting, shall have the power to adjourn and recall the meeting as many times as it takes to achieve a quorum by reducing the quorum requirement each time by fifty percent (50%). Any business that might have been transacted at the originally called meeting may be transacted at any reconvened meeting.

Section 6. Voting and Ballots.

- a. Each Member of the Association is entitled to vote on any Association matter for which the Members are entitled to vote, as outlined in the Declaration, these Bylaws, the Articles of Incorporation, or applicable statute.
- b. Each Member is entitled to one vote for each Lot owned by the Member. The vote of one Owner of a Lot will constitute the vote cast for all Owners of the Lot. In no event will more than one vote be cast with regard to one Lot. There will be no curulative voting.
- c. The Association will keep and maintain a Member list at each meeting where a vote is scheduled, containing, in alphabetical order, the name and address of each Member and the number of votes they are entitled to cast. The Member list will be used to create a record of all Members that attend the meeting, whether in person or by proxy, and to create a record of all Members that cast absentee, electronic or mail-in ballots, as applicable. The Member list will be updated in the regular course of Association business and after setting a record date for the notice of a meeting, the effective date of the list shall be the last date the list was updated prior to the date of the election or vote.
- d. All ballots cast, and proxies given, will be secret.
- e. In order to preserve the secret nature of votes, to ensure that no member is casting more votes than they are entitled, to ensure that all votes are counted, and to ensure the integrity of ballots, the following procedures will be followed:

I. For membership votes taken at Member meetings:

1. With respect to Members voting in person at a meeting of the Members:
 - A. Each Member shall sign their name on the Member list next to their name and address on the Member list for each Lot owned. In the event such Member has been assigned as proxy for another Member, then the voting Member shall also sign their

name on the Member list next to the name and address on the Member list for each Lot for which they have been assigned a proxy.

B. Upon signing the Member list:

- i. In the event no other Member has assigned the voting Member their proxy, a single ballot will be provided to the voting Member for each Lot owned for which a vote may be cast.
- ii. In the event such Member is voting by proxy on behalf of other Member(s), upon signing the Member list, and upon confirmation by the Association's managing agent that valid proxies were timely submitted to the Association, a single ballot will be provided to the Member, with a designation on such ballot indicating the number of proxies for which the voting Member's vote may be cast, or the proxies will be attached to such ballot.

2. With respect to Members who wish to assign their right to vote at a meeting of the Members via proxy:

- A. All proxies shall be filed in advance, at the address of the Association (which shall be provided in the notice of meeting), no later than 5:00 p.m. on the deadline established by the Board of Directors, in its discretion, which deadline shall be noted in minutes of a Board meeting and stated in the notice of meeting. Proxies shall not be accepted after this time period and shall not be accepted at the election or meeting.
- B. All proxies, which are timely received and otherwise comply with the foregoing, shall be kept by the managing agent and brought to the election along with the Member list. In advance of the meeting, the managing agent shall indicate on the Member list the number of proxies assigned to each Member, and shall also note whether a Member has submitted a proxy.
- C. If a Member who has assigned their proxy attend a meeting in person, their proxy is void. If a Member who has assigned their proxy submits an absentee ballot, their proxy is void and the absentee ballot controls.

3. With respect to Members who wish to vote at a meeting of the Members via absentee ballot:

- A. All absentee ballots must be received in at the address of the Association (which shall be provided in the notice of meeting), no later than 5:00 p.m. on the deadline established by the

Board of Directors, in its discretion, which deadline shall be noted in minutes of a Board meeting and stated in the notice of meeting. Absentee ballots shall not be accepted after this time period and shall not be accepted at the election or meeting.

- B. All absentee ballots, which are timely received and otherwise comply with the foregoing, shall be brought to the election along with the Member list and cast in the election. In advance of the meeting, the managing agent shall indicate on the Member list whether an owner has submitted an absentee ballot.
- C. Should a Member who has submitted an absentee ballot attend the election in person, then at sign-in they will be given an in-person ballot, and their absentee ballot shall be void.

II. For membership votes taken in advance of Member meetings:

1. With respect to Members voting in advance of a Member meeting or without the necessity of a meeting:

- A. Each Member shall be provided a ballot to cast in the election or vote. A deadline for the election or vote will be established in advance by the Board of Directors, in its discretion, such deadline to be noted in minutes of a Board meeting. Members will be provided the deadline and instructions on how to cast their ballot in the notice of the election or vote. Members may cast their vote in-person or by mail at a location provided in the notice,, or may transmit their ballot directly to the managing agent or other tabulator established by the Board, via electronic submission.
- B. The managing agent will act as tabulator of the ballots, unless another tabulator is designated by the Board in advance. The tabulator will announce the result of the vote at the conclusion of the Member meeting.

2. With respect to Members who wish to assign their right to vote via proxy, for votes taken in advance of Member meetings:

- A. All proxies shall be filed in advance, at the address of the Association (which shall be provided in the notice of meeting), no later than 5:00 p.m. on the deadline established by the Board of Directors, in its discretion, which deadline shall be noted in minutes of a Board meeting and stated in the notice of meeting. Proxies shall not be accepted after this time period and shall not be accepted at the election or meeting.

B. All proxies, which are timely received and otherwise comply with the foregoing, shall be tabulated with the ballots.

C. If a Member who has assigned their proxy submits a ballot, their proxy is void and the ballot controls.

3. Absentee Ballots will not be used for votes not taken at a Member meeting.

Section 7. Proxies. Owners may cast their voting rights by proxy subject to the following regulations:

- a. The only proxy form accepted shall be the form promulgated by the Association, through its managing agent, or as directed by the Board. Each proxy must be filled out in its entirety, with the original signature and printed name of the Member, the address within the Properties for the Lot owned by such Member and a statement clearly designating a proxy holder.
- b. Only original proxies shall be accepted, no hard photocopies or faxes shall be accepted, however, a scanned copy of an original proxy will be accepted if, and only if, the scans are emailed to the managing agent from the email address of record for the Member submitting such proxy, and are clear scans.
- c. Only Association Members may act as proxy-holders, no proxy shall be exercised by a non-Member as reflected on the Member list.
- d. With respect to proxies, the most recently signed proxy controls. Every proxy will be revocable and will automatically cease upon (a) conveyance by the Member of the Member's interest in a Lot; (b) receipt of notice by the Association of the death or judicially declared incompetence of a Member; (c) receipt of written revocation; or, (d) expiration of eleven (11) months from the date of the proxy. In the event a Member executes more than one (1) proxy, the proxy with the most current date will be valid.

Section 8. Absentee Ballots. Members may vote by absentee ballot at any meeting of the Association's members at which a vote is taken. The only absentee ballot form accepted shall be a form promulgated by the Association, through its managing agent, as directed by the Board. Only original absentee ballots will be accepted, no hard photocopies or faxes shall be accepted, however, a scanned copy of an original absentee ballot shall be accepted if, and only if, the scans are emailed to the managing agent from the email address of record for the Member submitting such absentee ballot, and are clear scans.

Section 9. Virtual Meetings of the Members and Elections held in advance of a Meeting. The Association's Board of Directors may elect to hold any meeting of the Members by using remote communications technology, including videoconferencing, teleconferencing, the internet, or any combination of those methods, as provided by Section 22.002 of the Texas Business

Organizations Code (hereinafter a "Virtual Meeting"), and may elect to hold the election of Directors in advance of the Virtual Meeting as set forth in this Section. Subject to the requirements herein, the Virtual Meeting shall be in all respects valid and all elections, decisions, votes, and/or outcomes determined in such a meeting shall be binding.

- a. Notice of Virtual Meeting of the Members: Notice of a Virtual Meeting and election shall be given to the Members in the manner provided by this Section and the Texas Property Code. Notice of the Virtual Meeting of the Members must include clear instructions describing how every Member may access the Virtual Meeting, and how to cast ballots for elections held in advance of such Virtual Meeting. Such instructions must be sufficient so that each Member may, free of any access charge or payment, follow said instructions and access the Virtual Meeting.
- b. Voting: If the election is held in advance of the Virtual Meeting, the Association will provide mail-in ballots and proxies, which may be returned via mail, email, facsimile, or by any other method approved by the Board. The deadline for submitting ballots cast by any method will be established by the Board of Directors in advance, in its discretion, and noted in Board meeting minutes, and such deadline will be stated in the Notice of Virtual Meeting. The Association may, at the sole discretion of the Board of Directors, provide for electronic ballots, in accordance with the Texas Property Code.
- c. Ballots and Tabulation: If the election is held in advance of the Virtual Meeting, said ballots shall be prepared and mailed to the Members no later than twenty (20) days prior to the deadline for submitting ballots. Ballots for the election of Directors shall be collected and tabulated by the Association's managing agent, or any other person(s) designated by the Board of Directors in advance, so long as such persons are qualified to tabulate the ballots under Section 209.00594 of the Texas Property Code. All ballots and proxies, no matter how cast, shall be counted in the same manner as all other ballots cast for the election. The winners of the election will be announced at the Virtual Meeting.
- d. Nomination: Nomination for election to the Board of Directors, when elections are taking place in advance of the Virtual Meeting under this Section, will be made solely in accordance with the procedure for nominations provided in these Bylaws.
- e. Procedure of Virtual Meetings of the Members: Virtual Meetings of the Members shall proceed in substantially the same fashion as any in-person meeting of the Members, except that no vote taken at, or in advance of, the Virtual Meeting of the Members shall be final until all ballots cast on or before any deadline requirement, have been counted.

- f. Quorum for Virtual Meeting of the Members: The presence at a meeting, in person (including attendees appearing online), by proxy, by electronic ballot or by absentee ballot, of Members constituting at least ten percent (10%) of the votes of the membership shall constitute a quorum for any action, except as otherwise provided in the Articles of Incorporation, the Declaration or these Bylaws.
- g. Conflict: Should any provision in this Article III, Section 9 conflict with any other provision in these Bylaws (with respect to Virtual Meetings of the Members), the provisions of this Article III, Section 9 shall control, including without limitation, provisions regarding elections, balloting, nomination, methods of voting, quorum, notice, and procedure.

Section 10. Action Taken Without a Meeting. Members may vote on actions that can be taken at a meeting of the Members, without the necessity of holding a meeting, as long as all Owners are given notice of the proposed action and a deadline by which their vote must be submitted to the Association. Such notice must be provided at least twenty (20) days prior to the date voting concludes and include a ballot to vote on the proposal. In order for such proposal to pass, the number of votes cast in favor of the proposal must be the same as that required to pass the proposal at a meeting of Members and all ballots cast in favor of the proposal must contain the same language regarding the proposal being voted upon. Such action may be taken by mail-in ballot, proxy, by electronic ballot, or written instrument as authorized by the Board in the notice of said vote. The Board is authorized to determine when voting is to take place without a meeting or in advance of a meeting.

Section 11. Election Held in Advance of Annual Meeting. The Board of Directors may determine, in its sole discretion, to hold the election of Directors in advance of any in-person Annual Meeting or other Member meeting. In this event, the voting procedures of Article III, Section 6(e)(II) hereof will apply, no voting shall take place at the Annual Meeting or other Member meeting, rather the election results shall be announced at the Annual Meeting or other Member meeting.

ARTICLE IV

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Each Member of the Association is eligible to serve on the Board of Directors unless having been previously convicted of a felony or a crime of moral turpitude within the 20 years preceding the election. All Directors shall be Members. A person may not serve on the Board if they cohabit at the same primary residence with another Board member. Candidates for election to the Board shall not be nominated from the floor at the meeting. Such nominations may be made from Members in Good Standing only. Candidates for election to the Board shall be made as follows:

- (a) At least 10 days before the date the Association disseminates absentee ballots or other ballots to Members for purposes of voting in a Board member election, the Association must provide notice to the Members soliciting candidates interested in running for a position on the Board. The notice must contain instructions for

an eligible candidate to notify the Association of the candidate's request to be placed on the ballot and the deadline to submit the candidate's request. The deadline may not be earlier than the 10th day after the date the Association provides the notice.

(b) The notice required by Subsection (a) must be:

(1) mailed to each Owner; **or**

(2) provided by:

(A) posting the notice in a conspicuous manner reasonably designed to provide notice to Association members:

(i) in a place located on the Association's common property or, with the property owner's consent, on other conspicuously located privately owned property within the subdivision; **or**

(ii) on any Internet website maintained by the Association or other Internet media; **and**

(B) sending the notice by e-mail to each Owner who has registered an e-mail address with the Association.

(c) The Association shall include on each absentee ballot or other ballot for a Board member election the name of each eligible candidate from whom the Association received a request to be placed on the ballot in accordance with this Section 1.

Section 2. Election. Election to the Board of Directors shall be by a written ballot, proxy, electronic ballot, absentee ballot or mail-in ballot (all as authorized by the Board), signed by the Member. Written and signed ballots are not required for uncontested, Association-wide, elections. For each election, the Members 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 prohibited. In any election in which there are varying lengths of terms, the person receiving the largest number of votes shall be elected to the longest term. In the event of a tie, if one of the candidates does not concede, then the winner shall be the candidate who has the longest, uninterrupted Membership in the Association by virtue of Lot ownership.

Section 3. Tabulation of Vote. 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 except as provided in the recount procedure in Section 4 below. A person other than a person described

above may tabulate votes in an association election or vote but may not disclose to any other person how an individual voted. A person other than a person who tabulates votes, may be given access to the ballots cast in the election or vote only as part of a recount process authorized by law. Unless otherwise determined by the Board, the managing agent shall tabulate all ballots.

Section 4. Retention of Ballots. Following tabulation, ballots shall be sealed and kept with the office of the managing agent or the Association's attorney. Ballots shall not be unsealed except by a person performing a recount as provided for herein, or by court order. Ballots shall be retained until the next election of directors takes place, or for such further periods determined by the Board, but not to exceed four (4) years.

Section 5. Recount of Votes. Any owner may, not later than the 15th day after the date of the meeting at which the election or vote was held or the date the results of the election or vote are announced (whichever is later), require a recount of the votes. The procedures of Section 209.0057 of Texas Property Code shall be followed in the event of a request for recount. The Association shall provide the results of the recount to each owner who requested the recount. Any action taken by the Board in the period between the initial election vote tally and the completion of the recount is not affected by any recount.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Number. The affairs of this Association shall be managed by a Board of Directors containing Nine (9) Members. All Directors shall be Members of the Association. The number of Directors may change by resolution of the Board, recorded with the Harris County Real Property Records.

Section 2. Term of Office. Directors who are elected by the Members shall serve for a term of three (3) years and shall serve until their successor is elected, unless they sooner resign, are removed, or otherwise become ineligible to serve.

Section 3. Vacancies. Any Director may resign at any time by giving written notice to the President or Secretary of the Association, or by announcement at a Board meeting, recorded in the meeting minutes. Such resignation shall take effect at the time specified therein (or if no time is given, upon delivery of the resignation); and unless otherwise specified therein, the acceptance of such resignation shall not be necessary in order for it to be effective. Any vacancy occurring due to resignation, removal, death or disqualification may be filled by the affirmative vote of a majority of the remaining Directors even though less than a quorum. A Director appointed to fill a vacancy shall be appointed for the unexpired term of his predecessor in office.

Section 4. Removal. Any director may be removed from the Board with or without cause by a majority vote of those Members who are voting at a meeting of the Members at which a quorum is present. In the event of the death, resignation, removal or disability of a director, his successor shall be selected by a majority vote of the remaining members of the Board, and shall serve for the unexpired term of his predecessor.

Any one director may also be removed by the unanimous vote of all of the other sitting directors, which vote shall be made in an open board meeting with notice of such meeting stating the proposal to remove the director, if those directors determine in good faith that the director to be removed is not acting in the Association's best interest, or otherwise has breached their duty to the Association. The Board may discuss the proposed removal in executive session as an enforcement action and to avoid invasion of privacy as to the director proposed to be removed, and reconvene in open session to take the vote. In the event a director is removed by the unanimous vote of all of the other sitting directors, then their replacement shall be elected by the Members within 90 days at the next regular election, or at a Special Meeting of the Members called for such purpose (whichever is sooner), to serve the remaining term of the director so removed. Only one director may be considered for removal by the other sitting directors at any meeting. In addition, any Director who has three (3) consecutive unexcused absences from the Board may be removed by a majority vote of the Directors at a Board meeting at which a quorum of the Board is present.

Section 5. Compensation. No Director shall receive compensation for any service they may render to the Association. However, any Director may be reimbursed for actual reasonable expenses incurred in the performance of their duties. The Association may contract with a Director for services outside of the scope of their Board duties if the requirements of Texas Property Code §209.0052(b) are satisfied.

ARTICLE VI

MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at such time and place and with such frequency as the Board from time to time deems necessary. Meetings of Directors may be held at such places within Harris County, Texas, or a county adjacent to Harris County as may be designated by the Board of Directors; or may be held by electronic or telephonic means as provided by Section 209.0051 of the Texas Property Code.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Association, or by a majority of the Board, after no less than three (3) days' notice to each director.

Section 3. Notice of Board Meetings to Directors. Notice of regularly scheduled meetings shall constitute sufficient notice to the Directors. For meetings that are not regularly scheduled and for Special Meetings, written notice shall be given to each Director by or at the instruction of the President, at least three (3) days in advance of such meeting, stating the time, date and location (or instructions on how to access an electronic or telephonic meeting) to the mailing address or e-mail address of each Director, as reflected in the Association records. Attendance by a Director at any Board meeting shall constitute waiver of such notice.

Section 4. 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.

Section 5. Notice of Board Meetings to Owners. Members shall be given notice of the date, hour, place and general subject of a regular or special board meeting, including a general description of any matter to be brought up for deliberation in executive session. Such notice shall be either:

- (a) mailed to each property owner at least ten (10), but not more than sixty (60) days, before the meeting date; or
- (b) provided at least 144 hours before the start of a regular Board meeting and at least 72 hours before the start of a Special Board meeting, by posting in a conspicuous manner reasonably designed to provide notice to Members in a place located on the Association Common Area within the Properties OR posted on any internet website maintained by the Association or other internet media; AND by sending the notice by email to each Member who has registered an email address with the Association (it is an owner's duty to keep an updated email address registered with the Association); or
- (c) by alternative means as provided and to the extent permitted by §209.0042 of the Texas Property Code.

Section 6. Open Meetings. Regular and special Board meetings must be open to Owners, subject to the right of the Board to convene in closed executive session to consider actions involving personnel, pending or threatened litigation, contract negotiations, enforcement actions, confidential communications with the Association's attorney, matters involving the invasion of privacy of individual Owners, or matters that are to remain confidential by request of the affected parties and agreement of the Board. The order of business shall be determined by the presiding Officer. Attending Members do not get a vote in Board meetings and are not entitled to address the Board at the meeting unless invited to do so by the Board.

Section 7. Executive Session. Following an executive session, any decision made in the executive session must be summarized orally and placed in the minutes, in general terms, without breaching the privacy of individual owners, violating any privilege, or disclosing information that was to remain confidential at the request of the affected parties. The oral summary must include a general explanation of expenditures approved in executive session.

Section 8. Board Workshops. The Board shall be entitled to meet by any method to workshop and discuss proposals for document revisions and adoptions, potential budgets, and any other subject matter. As long as formal action is not taken and no vote is taken, such Workshops shall not constitute Board Meetings and shall not require notice to the Members.

Section 9. Minutes. The Board shall keep a record of each regular or special board meeting in the form of written minutes of the meeting. No particular form of minutes is required, so long as the minutes document formal actions taken and expenditures approved, along with any other remarks requested to be included in the minutes by a majority of the board.

Section 10. Meeting or Action Taken Without Notice. The Board may meet by any method of communication, including electronic and telephonic, without prior notice to Owners, if each director may hear and be heard by every other director, or the board may take action by written consent to consider routine and administrative matters or a reasonably unforeseen emergency or urgent necessity that requires immediate board action. Any action taken without notice to owners must be summarized orally, including an explanation of any known actual or estimated expenditures approved at the meeting, and documented in the minutes of the next regular or special board meeting. For actions taken over e-mail or other electronic communications, each Director must be copied on the e-mail or otherwise be provided the proposal and have an opportunity to express their opinion on the proposal and vote.

The board may not, without prior notice to owners consider or vote on:

- (1) fines;
- (2) damage assessments;
- (3) initiation of foreclosure actions;
- (4) initiation of enforcement actions, excluding temporary restraining orders or violations involving a threat to health or safety;
- (5) increases in assessments;
- (6) levying of special assessments;
- (7) appeals from a denial of architectural control approval;
- (8) suspending the right of a particular Owner before the owner has an opportunity to attend a Board meeting to present the Owner's position and defenses, on the issue.
- (9) lending or borrowing money;
- (10) the adoption or amendment of a dedicatory instrument;
- (11) the approval of an annual budget or an amendment to an annual budget;
- (12) the sale or purchase of real property;
- (13) the filling of a vacancy on the Board;
- (14) the construction of capital improvement other than the repair, replacement, or enhancement of existing capital improvement; or
- (15) the election of an officer.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. In addition to the powers enumerated in Texas Property Code §204.010(a) as well as those powers enumerated in the Texas Business Organizations Code, the Board of Directors shall have the power to:

- (a) adopt and publish rules and regulations governing the use of the Common Area, and other facilities located thereupon, and the personal conduct of the Members or their guests thereon, and to establish penalties for the infraction thereof;
- (b) suspend the right to use the Association's Common Area and other facilities, and the provision of services by the Association to a Member during any period in which such Member shall be delinquent in excess of 30 days 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 the Board's published rules and regulations, if a Member acts in a manner that threatens the health or safety of Common Area users, the suspension shall be for a period determined by the Board to be reasonable and appropriate;

- (c) exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the Membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration;
- (e) employ a manager, an independent contractor, or such other employees as the Board of Directors deems necessary, and to prescribe their duties;
- (f) adopt and publish rules and regulations relating to the interpretation and enforcement of restrictions and collection of assessments;

Section 2. Duties. Upon election or appointment Director candidates shall sign and submit the following statements found in Appendix "A" hereto, to be qualified as a Director of the Association: "Obligation of Board Members", "Conflict of Interest Policy", and "Board Responsibilities Regarding Legal Matters".

It shall be the further duty of the Board of Directors to:

- (a) cause to be kept a complete record of all its acts, corporate affairs and expenditures;
- (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 Declaration, to:
 - (1) fix the amount of the annual assessment against each Lot as set forth in the Declaration,
 - (2) send written notice of each assessment to every Owner subject thereto as set forth in the Declaration, and
 - (3) prepare an annual budget;
- (d) issue, or to cause an appropriate officer to issue, upon demand in accordance with applicable law, a resale certificate, or statement of account. A reasonable charge may be made by the Board for the issuance of these certificates and statements;
- (e) initiate collection procedures and bring an action at law to foreclose the lien against any Lot for which assessments become delinquent and obtain a judgment against the owner personally obligated to pay the same;
- (f) procure and maintain adequate liability and hazard insurance on property owned by the Association, as well as directors and officers liability insurance;
- (g) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

- (h) collecting and maintaining the information and data from the Members as required by the Fair Housing Act and/or the Declaration to qualify for and maintain the Community's 55 years old or older residential exemption, and performing such other actions as the board deems prudent and/or necessary to qualify for and maintain such exemption under the Fair Housing Act or any successor statute;
- (i) cause the Common Area to be maintained;
- (j) cause the Association's maintenance obligations required by the Declaration to be performed and
- (k) perform the other duties of the Association set forth in the Declaration.

Section 3. Managing Agent. The Board of Directors may employ for the Association a professional management agent or agents at a compensation established by the Board of Directors to perform such duties and services as the Board of Directors shall authorize. The term of any management agreement shall not exceed one (1) year and shall be subject to termination by either party without cause and without penalty upon not more than ninety (90) days' written notice.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

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

Section 2. Election of Officers. The right to elect officers is vested solely in the Board of Directors. The election of officers shall take place annually at the first open meeting of the Board of Directors following each Annual Meeting of the Members.

Section 3. Term. The officers of the Association shall be elected annually by the Board and each shall hold office for one (1) year unless they shall sooner resign, or shall be removed, or otherwise be 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 majority vote of the Board. Any officer may resign at any time by 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 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 replaces.

Section 7. Duties. The duties of the officers, except as may otherwise be approved by the Board, are as follows:

President

The President shall be the chief executive officer of the Association and shall preside at all meetings of the Association and of the Board of Directors. The President shall have all the general powers and duties which are incident to the office of the president of a corporation organized under the Texas Non-Profit Corporation Act as codified in the Business Organizations Code.

Vice President

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 by the Board.

Secretary

The Secretary and/or the contracted management company shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and of the Members, serve notice of meetings of the Board of Directors and of the Members, keep appropriate current records showing the Members of the Association together with their property address and any alternate address as may be provided in writing by such Member, and shall perform such other duties as may be required by the Board.

Treasurer

The treasurer and/or the contracted management company 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 all checks and promissory notes of the Association; keep proper books of account; if requested by the Board, shall cause an audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and 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 an Architectural Control Committee, as provided in the Declaration. The Board of Directors may appoint other committees as specified in the Declaration or as it deems appropriate in carrying out its purposes. Each Committee shall be

created by resolution of the Board of Directors and creation by the Board shall be required to be a valid Association Committee. The Board shall have the sole authority to prescribe the terms, qualifications, membership and leadership of Committees. All such committees function at the direction and discretion of the Board.

ARTICLE X

MISCELLANEOUS

Section 1. Books and Records. The production and retention of the Association's Books and Records shall be made in accordance with the Association's duly recorded policies and Chapter 209 of the Texas Property Code.

Section 2. Fiscal Year. The fiscal year of the Association will begin on January 1, and end on December 31 of every year.

Section 3. Parliamentary Rules. Simple parliamentary procedure, as made by the Board of Directors in its discretion, will govern the conduct of Association proceedings when not in conflict with applicable law, or the Association's Dedicatory Instruments, as that term is defined by Texas Property Code §209.002(4). No particular formality is required so long as the Board agrees on the procedure and the vote of each Director is clear.

Section 4. Owner's Mailing Address. It is the responsibility of each Owner to provide the Owner's mailing address and email address to the Association and to promptly notify the Association in the event the Owner's mailing or email address changes. In order to be effective, notice of the address change must be mailed to the Association by any method of mailing for which evidence of receipt of such mailing by the Association is provided by the United States Postal Service or a common carrier. It is the Owner's responsibility to maintain evidence of receipt by the Association of Owner's notice of address change. The Association may, at its discretion, accept a notification of a change in an Owner's mailing address sent by regular mail or e-mail, however, an Owner that disputes the mailing address listed in the Association's records bears the burden to prove that the Owner sent an address change notification by providing evidence of receipt by the Association of Owner's notice of address change. Unless the Association is otherwise notified in writing, the Owner's mailing address shall be deemed to be the address of the Owner's Lot in the Property or the last alternative address provided to the Association by the Owner (or a title company on behalf of the Owner) in writing. All notices to an Owner required by the Association's Dedicatory Instruments and/or applicable law shall be mailed to the Owner's last known mailing address. The failure of an Owner to receive a notice or to properly notify the Association of a change in an Owner's address shall in no way waive or negate the notice, or the Owner's obligations with respect to the notice, including the obligation to pay any amount due to the Association. An alternative address stated on a check or other form of payment submitted to the Association does not constitute notice of a change of the Owner's mailing address.

Section 5. Audit. An audit of the accounts of the Association will be performed by a qualified, independent certified public accountant as frequently as deemed necessary by the Board. Each audit will be in accordance with generally accepted auditing standards.

Section 6. Indemnification. The Association shall indemnify a Director or officer who was, is or is threatened to be named as a defendant or respondent in a claim or proceeding to the extent indemnification is consistent with the Texas Business Organizations Code.

Section 7. Invalidation. The invalidation of any term or provision of these Bylaws by a court of competent jurisdiction will not operate to void or otherwise invalidate the remaining terms and provisions hereof.

Section 8. References to Statute. All references herein to statute shall include the statutes as amended, and their successor statutes.

Section 9. Amendment. These Bylaws may be amended by a majority vote of the Board of Directors, or by a two-thirds (2/3) vote of all of the Members of the Association.

CERTIFICATION

"I, the undersigned being a Director of Oakwood Glen Association, Inc., hereby certify that the foregoing Amended and Restated Bylaws was approved by at least a majority of the Association's Board of Directors at an open Board meeting properly noticed to the members, at which a quorum of the Board was present."

By: Thomas M. Harris

Date: 08/20/2024

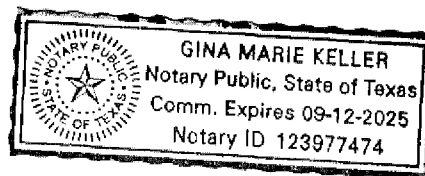
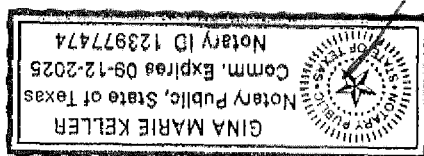
Print Name: Thomas M. Harris

Title: President

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

BEFORE ME, the undersigned notary public, on this day personally appeared Thomas M. Harris, the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he/she executed the same for the purpose in the capacity and with the authority therein expressed, as the act and deed of the corporation.

SUBSCRIBED AND SWORN TO BEFORE ME on this the 20th day of August 2024, to certify which witness my hand and official seal.
Gina Marie Keller
Notary Public for the State of Texas



RP-2024-306165
Pages 21
08/21/2024 03:20 PM
e-Filed & e-Recorded in the
Official Public Records of
HARRIS COUNTY
TENESHIA HUDSPETH
COUNTY CLERK
Fees \$101.00

RECORDERS MEMORANDUM

This instrument was received and recorded electronically
and any blackouts, additions or changes were present
at the time the instrument was filed and recorded.

Any provision herein which restricts the sale, rental, or
use of the described real property because of color or
race is invalid and unenforceable under federal law.
THE STATE OF TEXAS
COUNTY OF HARRIS

I hereby certify that this instrument was FILED in
File Number Sequence on the date and at the time stamped
hereon by me; and was duly RECORDED in the Official
Public Records of Real Property of Harris County, Texas.



Teneshia Hudspeth
COUNTY CLERK
HARRIS COUNTY, TEXAS

RP-2024-306165