

**BY-LAWS**  
**OF**  
**TRAILWOOD VILLAGE TOWNHOUSE ASSOCIATION**

**ARTICLE I**

**NAME AND LOCATION**

The name of the corporation is **TRAILWOOD VILLAGE TOWNHOUSE ASSOCIATION**. This is a nonprofit corporation organized under the Texas Non-profit Corporation Act, and it is sometimes referred to in these By-Laws as the "Association". The principal office of the corporation shall be located at 2193 Lake Village Drive, Kingwood, Harris County, Texas, but meetings of members or directors may be held at such other place within Harris County, Texas, as may be designated by the Board of Directors from time to time.

**ARTICLE II**

**DEFINITIONS**

The definitions set out in Article I of the Master Declaration for **TRAILWOOD VILLAGE TOWNHOUSES**, dated the 20th day of August, 1974, and filed for record on the 28th day of October, 1974, in the Official Public Records of Real Property of Harris County, Texas, under Clerk's File No. E-299775, herein referred to as the "Declaration", are also adopted for the purpose of these By-Laws. Additional definitions shall be interpreted as follows:

a) **"Proxy"** - an absentee ballot to be voted by the Member regarding specific issues to be listed on said proxy, with the particular meeting specified in conjunction with those issues, executed in writing by the member to be filed with the Nominating/Election Committee in regards to elections or the Proxy Representation Committee regarding all other issues for submission on behalf of the member in the event said member cannot attend a meeting. The member is the only duly authorized representative to execute in writing said proxy and in no circumstance shall any proxy be voted by any other member. No proxy shall be valid after ninety (90) days from the date of its execution. Every proxy shall be revocable by the signing member.

b) **"Vote"** - the right to cast a ballot of decision regarding an issue, proposal, motion or candidate for office in person or by Proxy as defined above. In accordance to the Master Declaration Article XIV, The Association, Section 3, Class A. Members are entitled to only one (1) vote for each Townhouse Building Plot owned; however, in the event that more than (1) person has a fee interest in said Townhouse Building Plot, the person or persons having the majority interest shall have the right to cast the vote; and in the event those persons having a majority interest or those having equal 50/50 interests are not able to agree in respect to a vote upon any matter, then such Owners shall not have a right to vote on such matter as there shall not be any fractional votes.

c) **"Office"** - A position of the "Association" that is also an officer of the Corporation with the respective title thereof, i.e. President, Vice President, Treasurer, or Secretary.

d) **"Quorum"** - members holding 51% (23 members) of the total votes of the membership shall constitute a quorum

### **ARTICLE III** **MEETING OF MEMBERS**

**Section 1. Annual Meeting.** The first annual meeting of the members shall be held on the 1st day of August, 1975, and each subsequent regular annual meeting of the members shall be held on the same day of the same month of each year thereafter, at the hour of 6:00 o'clock P.M. If the day for the annual meeting of the members is a Sunday or a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday. At any annual meeting the members may fix a date and time for the next annual meeting different from that herein provided.

**Section 2. Special Meeting of the Members.** Special meetings of the members may be called at any time by the President upon written request of the members who are entitled to vote 25% (11 members) of all of the votes of the membership.

If said meeting is not called by the President, within 2 weeks of written request of the members who are entitled to vote 25% (11 members) of all of the votes of the membership then said members shall have the power to call a special meeting of the members, fix the date, time, and place for such meeting, and chair said meeting.

**Section 3. Place of Meeting.** The President may designate any place in Harris County, Texas as the place of meeting for any special meeting called by the President, and the Board of Directors may designate any place in Harris County, Texas, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. Each call or notice of any meeting, annual or special, shall designate the time, date and place of said meeting. If there are members present holding 51% of the total votes of the membership in person or by proxy at any time and place and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

In the event a Special meeting has to be called at any time by the members. The members may designate any place in Harris County, Texas as the place of meeting for any special meeting called by the members. Each call or notice of any special meeting of the members shall designate the time, date and place of meeting. If there are members present holding 51% of the total votes of the membership in person or by proxy at any time and place and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

**Section 4. Notice of Meeting.** The President as to special meetings called by him, and the Board of Directors as to annual meetings or special meetings called by the Board of Directors, or special meetings of the members called by the members who are entitled to vote 25% (11 members) of all of the votes of the membership, all of the aforementioned shall cause written notices stating the place, day and hour of any such meeting, by posting of same on the Bulletin Board located next to the mailboxes at the reflection pond, or to be delivered either personally or by mail to each member not less than fifteen (15) nor more than thirty (30) days before the date of such meeting. In cases of a special meeting, or when required by statute or these by-laws, the purpose or purposes for which such meeting is called shall generally be stated in the notice. If mailed, the notice of meeting shall be deemed to have been delivered when deposited in the U.S. Mail, addressed to the member at the last address appearing on the books of the Association, or supplied by such member to the Association for the purpose of notices. All members or directors attending any meetings shall constitute a waiver of notice and shall be deemed to have received proper notice of said meetings.

**Section 5. Quorum.** The presence in person or by proxy of members holding 51% (23 members) of the total votes of the membership shall constitute a quorum at such meeting. If a

quorum is present at any meeting of members, unless otherwise expressly provided for by the statute, the Articles of Incorporation, the Master Declaration or these By-Laws, all questions voted upon shall be decided by a simple majority of the valid votes cast, including adjournment of the meeting from time to time without further notice. If a quorum is not present at any meeting of members, the members entitled to vote thereat shall have the power to adjourn the meeting from time to time without further notice other than announcement at the meeting, until a quorum aforesaid, shall be present or be represented.

**Section 6. Proxy.** Proxy vote shall be an absentee ballot to be voted by the "Member". At any meeting of members, a member entitled to vote may vote by proxy, executed in writing by the member and filed with the Nominating/Election committee for that particular meeting in accordance with **Article V, Nomination and Election of Directors, Section 1, pages 6 and 7**, or the proxy representation committee regarding all other issues for submission on behalf of the member in the event said member cannot attend a meeting. The member is the only duly authorized representative to execute in writing said proxy and in no circumstance shall any proxy be voted by any other member. If no candidate is selected or the proxy is deemed to be executed improperly or not completed in its entirety by the respective committee thereof, then it shall be declared null and void and considered as no vote. No proxy shall be valid after ninety (90) days from the date of its execution. Every proxy shall be revocable by the signing member.

#### **ARTICLE IV**

#### **BOARD OF DIRECTORS**

**Section 1. Number and Term.** The affairs of this Association shall be managed by a Board to initially consist of five (5) directors, each of whom shall serve for a term of three (3) years and until his/her successor is duly elected and qualified, as provided for in the Articles of Incorporation. At the end of the term of the initial directors the Board shall consist of seven (7) directors, or such number as may from time to time be specified by amendment to these By-Laws, but in no case less than five (5), to be elected by the members as provided for in the succeeding Article. The directors to be elected by the members, as aforesaid, shall each serve for a term of two (2) years and until his/her successor is duly elected and qualified.

**Section 2. Vacancies.** Any vacancy occurring in the Board of Directors, including the initial Board of Directors, shall be for the unexpired term by majority vote of the remaining Directors, although they may be less than a quorum.

**Section 3. Quorum.** At all meetings of directors the presence of a majority of the Directors shall constitute a quorum, and unless otherwise provided for or required by statute or in these By-Laws, all questions at any meeting at which a quorum is present, shall be determined by a majority of the votes cast. If less than a quorum is present at any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

**Section 4. Regular Meetings.** A regular meeting of the Board of Directors shall be held without notice, other than the notice hereby given, immediately after, and at the same place as the annual meeting of the members. The Board of Directors may provide by resolution the time and place of the holding of additional regular meetings of the board provided copies of said resolution showing the dates, locations, and times of those meetings are posted for all members 10 days prior to commencement of any such meeting or meetings included in said resolution. No member shall be barred from attending any Board of Directors Meeting, Special Meeting, or Annual Meeting and all meetings held by the Board wherein a resolution has not been provided to the members shall be posted on the Bulletin Board at the Mailboxes next to the reflection pond 10 days prior to said meeting showing dates, times, and places of such meetings.

**Section 5. Special Meetings of the Board of Directors.** Special Meetings of the Board of Directors may be called by or at the request of the President or by or at the request of one third (1/3) of the directors then in office. The person or persons authorized to call such special meeting of the Board may fix the date, time and place for such meetings. Written notices of special meetings of the Board of Directors shall be given at least ten (10) days prior to the date of meeting by personal delivery or by mail or telegram addressed to the address of each director as last shown by the records of the Association. If mailed, such notice shall be deemed delivered as of the date when deposited in the U.S. Mail, postage prepaid. Each notice shall briefly set out the purpose of the meeting, and the time, date and place of the meeting. The attendance of a director at any special meeting of the Board of Directors shall constitute a waiver of notice of such meeting.

**Section 6. Compensation.** Directors as such shall not receive nor be entitled to any pay or compensation for their services as directors, but nothing herein shall be construed to preclude or prevent any director from serving the Association in any other capacity and

receiving compensation therefor.

**Section 7. Written Consent.** Any action required by law or in these By-Laws to be taken at a meeting of the Board of Directors, or any action which may or could be taken at a meeting of the Directors, regular or special, may be taken without a meeting if a consent in writing, setting forth the action so taken shall be signed by all of the Directors and recorded in the records of the Board, whereupon the same shall have the same effect as though taken at a meeting of the Directors.

**ARTICLE V**  
**NOMINATION AND ELECTION OF DIRECTORS**

**Section 1. Nomination.** Nomination for election to the Board of Directors shall be made by a Nominating/Election committee. The Nominating/Election committee shall be selected from a slate of volunteers at the annual meeting and shall consist of one member of the Board of Directors, acting as a liason and four members of the Association who will not be members of the Board of Directors. Selection of the Nominating/Election committee shall take place at each annual meeting of the members at which Directors are to be elected, to serve from the close of such annual meeting until the close of the next annual meeting, and shall be announced at said annual meeting. The Nominating/Election committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of Directors to be elected. Such nominations may be made from among members or non-members of the Association.

**Section 2. Powers and Duties of the Nominating/Election Committee.**

The Nominating/Election committee shall have the power and duty to:

- (a) prepare a survey letter to determine interested candidates for the Board of Directors election;
- (b) contact nominees to determine willingness to serve and notify them they have been nominated;
- (c) prepare the proxy ballots and mail same to all members of the Association and serve as the party to whom they are returned;

- (d) prepare the voting ballots to be passed out to the members at the annual meeting;
- (e) count all ballots including proxy ballots to determine majority of votes per each candidate;
- (f) announce the members elected to the Board of Directors and the number of votes each candidate received at the annual meeting, and post the results of the election on the Bulletin Board;
- (g) serve as a proxy representation committee with the same duties outlined and for the same term to handle all balloting, proxies, including but not limited to the preparation, counting, posting etc. when a major issue has to be voted on by the Members of the Association;
- (h) at the annual meeting of the members each year select from a slate of volunteers members to serve on the following committees for 1 year terms, to be renewed annually:

Short Term Lawn and Maintenance Committee  
Architectural Committee  
Long Term Budget Planning Committee

Each committee shall consist of one member of the Board of Directors, acting as a liason and four members of the Association who will not be members of the Board of Directors;

- (i) form other committees if necessary with approval of the board.

**Section 3. Election.** Election to the Board of Directors shall be by written ballot and all aspects, balloting, counting of ballots, announcing the officers elected by the number of votes, posting of the results of the election on the Association Bulletin Board shall be the responsibility of the Nominating/Election committee appointed according to **Article V., Nomination and Election of Directors, Section 1, Nomination, page 6** At such election the members or their proxies may cast in respect to each vacancy, 1 vote per household per the Master Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted. The first election of directors by the members shall be held at the annual meeting.of the members.

## ARTICLE VI

### POWERS AND DUTIES OF THE BOARD OF DIRECTORS

**Section 1. Powers.** The Board of Directors shall have power to:

- (a) adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;
- (b) suspend the voting rights and right to use of the recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days from infraction of published rules and regulations;
- (c) exercise for the Association all powers, duties and authorities vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Master Declaration;
- (d) declare the position of a member of the Board of Directors to be vacant in the event such member shall be absent without valid excuse from three (3) meetings; regular, annual or special of the Board of Directors;
- (e) employ a manager, independent contractor, or such other employees as they may deem necessary and to prescribe their duties; and,
- (f) do such other things and perform such other acts as a Board of Directors may lawfully do under the provisions of the Texas Non-Profit Corporation Act, and amendments thereto;
- (g) make decisions regarding expenditures up to **ONE THOUSAND FIVE HUNDRED DOLLARS (\$1,500.00)**. In the event that there are expenditures needing to be made over and above that **ONE THOUSAND FIVE HUNDRED DOLLAR (\$1,500.00)** limit, it



must be reviewed by the Short Term Lawn and Maintenance Committee who will assist the Board and make their recommendations regarding same.

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

- (a) manage the affairs of the Association;
- (b) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members;
- (c) supervise all offices, agents and employees of this Association, and to see that their duties are properly performed;
- (d) issue or to cause an appropriate officer to issue, upon demand by any owner, or mortgagee of an owner, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states that an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- (e) cause the Common Area to be maintained in accordance with the provision of the Master Declaration;
- (f) to demand, collect and enforce payment of the regular annual maintenance charge assessments and any special assessments in accordance with the provisions of the Master Declaration; and,
- (g) in general, to perform and discharge all duties of the Board of Directors as may be set out in the Master Declaration, these By-Laws or the Texas Non-Profit Corporation Act;.
- (h) provide a copy of any records of meetings, the minutes of any and all Board Meetings, any records pertaining to the maintenance, repairs, bids, contracts, insurance regarding the "Association" complex to any member within 5 days of such request by said member;

- (i) maintain by annual 12 month contracts the landscape maintenance, and comprehensive liability insurance and upon expiration of same to obtain a minimum of 3 bids for renewal of the contracts for landscape maintenance, and comprehensive liability insurance, of Trailwood Village Townhomes common areas for the members at which time it shall be the duty of the President to call a special meeting of the Board of Directors and the "**Short Term Lawn & Maintenance Committee**" for the purpose of reviewing the bids and assisting the Board in awarding the contracts for that year . Should any bid be received which could be construed as a conflict of interest regarding the "Association", Board of Directors, or members it shall be put to a vote by the Short Term Lawn and Maintenance Committee and a determination made whether or not to accept or decline and if declined to be replaced by another bid at which time the meeting will be adjourned until another bid can be received and the meeting reconvened at a later date;
  
- (j) whenever possible the Board will adhere and attempt to obtain a minimum of 3 bids for all repairs and work to be done on behalf of the "Association";
  
- (k) make decisions regarding expenditures up to **ONE THOUSAND FIVE HUNDRED DOLLARS (\$1,500.00)**. In the event that there are expenditures needing to be made over and above that **ONE THOUSAND FIVE HUNDRED DOLLAR (\$1,500.00)** limit, it must be reviewed by the Short Term Lawn and Maintenance Committee who will assist the Board and make their recommendations regarding same;
  
- (l) two signatures shall be required on all checks and up to five of the members of the Board of Directors shall have signing authority with the exception of the Treasurer, who shall not have the authority to sign checks.

## ARTICLE VII

### OFFICERS AND THEIR DUTIES

**Section 1. Enumeration of Offices.** The officers of this Association shall be a President and a Vice President, who shall at all times be members of the Board of Directors, a Secretary, and a Treasurer, and such other officers as the Board may from time to time by Resolution create, who need not be members of the Board of Directors. The office of secretary and treasurer may not be held by the same person.

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

**Section 3. Term.** The officers of this Association shall be elected or appointed annually by the Board of Directors and each officer shall hold office for one (1) year unless he shall sooner resign or shall be removed or otherwise disqualified to serve.

**Section 4. Special Appointments.** The Board may elect or appoint 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 have his/her title removed without cause by the Board of Directors, said title being that of President, Vice President, Secretary or Treasurer. 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.

Any and all officers, or any and all members of the Board of Directors, may be removed from their respective position on the Board of Directors without cause by the presence in person or by proxy of members holding of 51% (23 members) of the total votes of the membership constituting a quorum at a **Special Meeting of the Members as outlined in Article III., Section 2, Special Meetings, page 2 of the "TVTA" By-Laws** to be called by the President upon written request by the "**Members**" who are entitled to vote 25% of all of the votes of the membership and posted with reasons stated for the members to attend and a new election be held at said meeting in accordance with **Article III., Section 5. Quorum of the "Association" By-Laws. Causes** for such removal could be any or all of the following: failure to perform, comply, and exercise duties as outlined in the "**Association" By-Laws Article IV. Powers and Duties of the Board of Directors, Section 2, page 8 and 9, and 10;** incapacitation, any illegal activity, misappropriation, or misuse of funds.

**Section 6. Vacancies.** Vacancy in any office or Board position may be filled by appointment by the Board. The member appointed to such vacancy shall serve temporarily until the next annual meeting whereby the members of the Association shall elect a new Director to serve in the position of the temporary Director appointed by the Board to fill said

vacancy and the newly elected Board of Director shall serve for the remainder of the term of the board member he replaces.

**Section 7. Multiple Offices.** No person shall simultaneously hold more than one office, except in the case of special offices created pursuant to Section 4 of this Article.

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

**(a) President:** The President shall preside at all meetings of the members and of the Board of Directors at which he/she shall be present; he/she shall have general charge and supervision of the business of the corporation; he/she may sign and execute in the name of the corporation, all authorized deeds, mortgages, bonds, contracts or other instruments, except in cases in which the signing and execution thereof shall have been expressly delegated to some other officer or agent of the corporation; and in general he/she shall perform all duties incident to the office of a President of a corporation, and such other duties as from time to time may be assigned to him/her by the Board of Directors.

**(b) Vice-President:** The Vice-President at the request of the President or in his/her absence or during his/her inability to act, shall perform the duties and exercise the functions of the President and when so acting shall have the powers of the President. The Vice-President shall have also such other powers and perform such other duties as may be assigned to him/her by the Board of Directors or the President.

**(c) Secretary:** The Secretary shall keep the minutes of the meeting of the members and of the Board of Directors in books provided for that purpose; he/she shall see that all notices are duly given in accordance with the provisions of the By-Laws or as required by law; he/she shall be custodian of the records of the Association; he/she shall attest and affix the corporate seal to all instruments executed by the corporation which are required by law to be attested by the Secretary and sealed with the corporate seal; and in general he/she shall perform all duties incident to the office of a secretary of a corporation, and such other duties as from time to time may be assigned to him/her by the Board of Directors or the President.

**(d) Treasurer:** The Treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the corporation, and shall deposit or cause

to be deposited in the name of the corporation all monies or other valuable effects in such banks, trust companies or other depositories as shall, from time to time be selected by resolution of the Board of Directors; he/she shall also render to the President and to the Board of Directors, whenever requested, an account of the financial condition of the corporation and in general he/she shall perform all of the duties incident to the office of a treasurer of a corporation, and such other duties as may be assigned to him/her by the Board of Directors or the President. **The Treasurer shall not have the authority to sign checks.**

## **ARTICLE VIII**

### **BOOKS AND RECORDS**

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

## **ARTICLE IX**

### **CORPORATE SEAL**

The Association may adopt and have a corporate seal which shall be in such form and with such wording as the Board of Directors may determine.

## **ARTICLE X**

### **INDEMNIFICATION OF OFFICERS AND DIRECTORS**

**Section 1.** The Association shall indemnify any director or officer or former director or officer of the Association for expenses and costs (including attorney's fees) actually and necessarily incurred by him in connection with any claim asserted against him, by action in Court or otherwise, by reason of his being or having been such director or officer, except in relation to matters as to which he shall have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought.

**Section 2.** If the Association has not fully indemnified him, the Court in the proceedings in which any claim against such director or officers has been asserted, or any Court having the requisite jurisdiction of an action instituted by such director or officer on his claim of indemnity, may assess indemnity against the Association, its receiver or trustee, for the amount paid by such director or officer in satisfaction of any judgment or in compromise of any such claim (exclusive in either case of any amount paid to the Association), and any expenses and costs (including attorney's fees) actually and necessarily incurred by him in connection therewith to the extent that the Court shall deem reasonable and equitable, provided, nevertheless, that indemnity may be assessed under this Article only if the Court finds that the person indemnified was not guilty of negligence or misconduct in respect of the matter to which indemnity is sought.

**Section 3.** The Association shall be responsible for obtaining liability insurance insuring all directors, and officers of the Association in addition to the liability insurance carried on the property and the Association.

## **ARTICLE XI**

### **AMENDMENTS AND CONFLICTS**

These By-Laws may be amended at any regular or special meeting of the members at which a quorum is present by a vote of a majority of the members present and voting in person or by proxy. A quorum of the members shall have the power to alter, amend or repeal the By-Laws or to adopt new By-Laws.

In the event of a conflict concerning the By-Laws, members entitled to vote 25% (11 members) of all the votes of the membership shall call a special meeting of the members for the purpose of forming a By-Law Committee to resolve the conflict. The By-Law Committee shall consist of one member of the Board of Directors acting as a liason and four members of the Association who will not be members of the Board of Directors.

ARTICLE XII

FISCAL YEAR

The Fiscal Year of the Association shall be as fixed by Resolution of the Board of Directors from time to time.

We, the undersigned, being all of the Directors named in the Articles of Incorporation, do hereby assent to the foregoing By-Laws approved by a quorum of 51% of the total votes of the membership in person or by proxy, do hereby adopt the same as the By-Laws of TRAILWOOD VILLAGE TOWNHOUSE ASSOCIATION, on this the 11 day of JANUARY, 1993.

Carl K. Jones, Jr.  
Director  
Anthony J. Vecchio  
Director  
Richard C. Almy  
Director  
Robert S. Benson  
Director  
Carolyn Monroe  
Director  
Jonell Nicholas  
Director  
Susan L. Lawson  
Director